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Debtors in Possession*

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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

WEWORK INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-19865 (JKS)

(Jointly Administered)

**DEBTORS' APPLICATION FOR ENTRY  
OF AN ORDER AUTHORIZING THE RETENTION  
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND  
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE  
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 6, 2023**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this application (this “Application”) for the entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Debtor WeWork Inc.'s principal place of business is 12 East 49th Street, 3<sup>rd</sup> Floor, New York, NY 10017; the Debtors' service address in these chapter 11 cases is WeWork Inc. c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005.

effective as of the Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration of Steven N. Serajeddini, the president of Steven N. Serajeddini, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Serajeddini Declaration”), which is attached hereto as **Exhibit B** and the declaration of Pamela Swidler, the Chief Legal Officer of WeWork Inc., which is attached hereto as **Exhibit C** (the “Swidler Declaration”). In further support of this Application, the Debtors respectfully state as follows.

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “D.N.J. LBR” or “Local Rules”).

### **Background**

4. On November 6, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their

business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 8, 2023, the Court entered an order [Docket No. 87] authorizing the joint administration and procedural consolidation of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. On November 16, 2023, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 150].

5. A description of the Debtors’ business, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of David Tolley, Chief Executive Officer of WeWork Inc., in Support of the Chapter 11 Petitions and First Day Motions*, filed on November 7, 2023 [Docket No. 21], incorporated herein by reference.

### **Relief Requested**

6. By this Application, the Debtors seek entry of the Order authorizing the retention and employment of Kirkland as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter between the Debtors and Kirkland effective as of September 5, 2023 (the “Engagement Letter”),<sup>2</sup> a copy of which is attached hereto as **Exhibit 1** to the Order and incorporated herein by reference.<sup>3</sup>

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<sup>2</sup> Kirkland was initially engaged by the Debtors for intellectual property services pursuant to an engagement letter dated as of October 8, 2018. However, to expand and clarify Kirkland’s role with respect to a restructuring engagement, the Debtors entered into the Engagement Letter, which governs this engagement.

<sup>3</sup> The Debtors also seek to employ and retain Cole Schotz P.C. (“Cole Schotz”) as co-counsel with Kirkland in connection with these chapter 11 cases. Kirkland will coordinate with Cole Schotz regarding their respective responsibilities in these chapter 11 cases to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, including handling matters that the Debtors may encounter that cannot be handled appropriately by Kirkland because of a conflict of interest.

### **Kirkland's Qualifications**

7. The Debtors seek to retain Kirkland because of Kirkland's recognized expertise and extensive experience and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

8. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Cyxtera Technologies, Inc.*, No. 23-14853 (JKS) (Bankr. D.N.J. July 18, 2023); *In re Whittaker, Clark & Daniels, Inc.*, No. 23-13575 (MBK) (Bankr. D.N.J. June 26, 2023); *In re Bed Bath & Beyond, Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. June 5, 2023); *In re David's Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. June 1, 2023); and *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Feb. 1, 2023).<sup>4</sup>

9. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' business and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

### **Services to be Provided**

10. Subject to further order of the Court, and consistent with the Engagement Letter, the Debtors request the retention and employment of Kirkland to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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<sup>4</sup> Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request to Kirkland.

- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

#### **Professional Compensation**

11. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11

cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

12. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

13. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>5</sup>

<b>Billing Category<sup>6</sup></b>	<b>U.S. Range</b>
Partners	\$1,195-\$2,245
Of Counsel	\$820-\$2,125
Associates	\$685-\$1,395
Paraprofessionals	\$295-\$575

14. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly

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<sup>5</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<sup>6</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>7</sup>

15. Kirkland represented the Debtors under the Engagement Letter during the two-month period before the Petition Date, using the hourly rates listed above and in the Serajeddini Declaration. Moreover, these hourly rates are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

16. The rate structure provided by Kirkland is appropriate and not significantly different from (a) the rates that Kirkland charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Kirkland will perform in these chapter 11 cases.

17. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

18. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time-to-time, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter, which permits Kirkland to bill the Debtors for

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<sup>7</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion; and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business-days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file any such notice with the Court.

overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

19. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Rules, Kirkland will charge no more than \$0.10 per page for standard duplication services in these chapter 11 cases. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

#### **Compensation Received by Kirkland from the Debtors**

20. Per the terms of the Engagement Letter, on September 13, 2023, the Debtors paid \$1,000,000.00 to Kirkland, which, as stated in the Engagement Letter, constituted a “special purpose retainer” (also known as an “advance payment retainer”) as defined in Rule 1.5(d) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional special purpose retainers totaling \$21,000,000.00 in the aggregate. As stated in the Engagement Letter, any special purpose retainer is earned by Kirkland upon receipt, any special purpose retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any special purpose retainer upon Kirkland’s receipt, any special purpose retainer will be placed in Kirkland’s general account and will not be held in a client trust account, and the Debtors will not earn any interest on any special purpose retainer.<sup>8</sup>

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<sup>8</sup> The Engagement Letter provides that Kirkland may continue to hold any remaining prepetition special purpose retainer during the pendency of a chapter 11 case rather than applying such special purpose retainer to postpetition



21. Pursuant to Bankruptcy Rule 2016(b), Kirkland has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

22. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred but not yet applied to Kirkland's special purpose retainer, the amount of Kirkland's special purpose retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

#### **Kirkland's Disinterestedness**

23. To the best of the Debtors' knowledge and as disclosed herein and in the Serajeddini Declaration, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Serajeddini Declaration.

24. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to

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fees and expenses. Kirkland evaluates whether to retain any remaining prepetition special purpose retainer on a case-by-case basis. In this particular case, Kirkland has elected not to hold any remaining prepetition special purpose retainer but, instead, will apply any remaining special purpose retainer to postpetition fees and expenses as such fees and expenses are allowed by the Court.

identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

**Supporting Authority**

25. The Debtors seek retention of Kirkland as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

26. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

27. The Debtors submit that for all the reasons stated above and in the Serajeddini Declaration, the retention and employment of Kirkland as counsel to the Debtors is warranted. Further, as stated in the Serajeddini Declaration, Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Serajeddini Declaration.

**No Prior Request**

28. No prior request for the relief sought in this Application has been made to this or any other court.

**Notice<sup>9</sup>**

29. The Debtors will provide notice of this Application to the following parties or their respective counsel: (a) the U.S. Trustee for the District of New Jersey; (b) the Committee; (c) the holders of the thirty largest unsecured claims against the Debtors (on a consolidated basis); (d) Davis Polk & Wardwell LLP and Greenberg Traurig, LLP, as counsel to the Ad Hoc Group; (e) Weil, Gotshal & Manges LLP and Wollmuth Maher & Deutsch LLP, as counsel to SoftBank; (f) Cooley LLP, as counsel to Cupar Grimmond, LLC; (g) the agents under each of the Debtors' prepetition secured credit facilities and counsel thereto; (h) the office of the attorney general for each of the states in which the Debtors operate; (i) the United States Attorney's Office for the District of New Jersey; (j) the Securities and Exchange Commission; (k) the Internal Revenue Service; (l) the monitor in the CCAA proceeding and counsel thereto; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of Page Intentionally Left Blank]*

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<sup>9</sup> A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors' chapter 11 cases, is set forth in the *Declaration of David Tolley, Chief Executive Officer of WeWork Inc., in Support of the Chapter 11 Petitions and First Day Motions* [Docket No. 21] (the "First Day Declaration"). A detailed description of the Debtors, their businesses, and the facts and circumstances supporting the Debtors' chapter 11 cases is set forth in greater detail in the First Day Declaration and incorporated by reference herein.

**WHEREFORE**, the Debtors respectfully request that the Court enter the Order substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: November 20, 2023  
Newark, New Jersey

/s/ Pamela Swidler

Pamela Swidler  
WeWork Inc.  
Chief Legal Officer

**EXHIBIT A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**Caption in Compliance with D.N.J. LBR 9004-1(b)**

**KIRKLAND & ELLIS LLP**

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*Proposed Co-Counsel for Debtors and  
Debtors in Possession*

In re:

WEWORK INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-19865 (JKS)

(Jointly Administered)

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Debtor WeWork Inc.'s principal place of business is 12 East 49th Street, 3<sup>rd</sup> Floor, New York, NY 10017; the Debtors' service address in these chapter 11 cases is WeWork Inc. c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005.

**ORDER AUTHORIZING THE RETENTION  
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND  
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE  
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 6, 2023**

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The relief set forth on the following pages, numbered three (3) through eight (8), is  
**ORDERED.**

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Debtors: WeWork Inc., *et al.*

Case No. 23-19865 (JKS)

Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 6, 2023

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Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 6, 2023* (the “Application”),<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of an order (this “Order”) (a) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Steven N. Serajeddini, the president of Steven N. Serajeddini, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Serajeddini Declaration”), and the declaration of Pamela Swidler, the Chief Legal Officer of WeWork Inc. (the “Swidler Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Serajeddini Declaration that (a) Kirkland does not hold or represent an interest adverse to the

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Application.



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Debtors: WeWork Inc., *et al.*

Case No. 23-19865 (JKS)

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Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
  - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: WeWork Inc., *et al.*

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- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: WeWork Inc., *et al.*

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Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition special purpose retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition special purpose retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to

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Debtors: WeWork Inc., *et al.*

Case No. 23-19865 (JKS)

Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 6, 2023

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Kirkland's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

10. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Cole Schotz P.C. and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases.

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Debtors: WeWork Inc., *et al.*

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11. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

12. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

13. To the extent the Application, the Serajeddini Declaration, the Swidler Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

14. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

16. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**EXHIBIT 1**

**Engagement Letter**

## KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Steven N. Serajeddini, P.C.  
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601 Lexington Avenue  
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Facsimile:  
+1 212 446 4900

August 28, 2023

Pamela Swidler  
Chief Legal Officer and Corporate Secretary  
WeWork Inc.  
12 East 49th Street  
New York, New York 10017

Re: Retention to Provide Legal Services

Dear Ms. Swidler:

We are very pleased that you have asked us to represent WeWork Inc. and its direct and indirect subsidiaries listed in an addendum to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

**General Terms.** This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

**Fees.** The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

**Expenses.** Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges,

Ms. Swidler  
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deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at **Schedule 1**, as revised from time to time.

**Billing Procedures.** The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

**Retainer.** Client agrees to provide to the Firm a "special purpose retainer" (also known as an "advance payment retainer") as defined in Rule 1.5(d) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$1,000,000.00. In addition, Client agrees to provide one or more additional special purpose retainer upon request by the Firm so that the amount of any special purpose retainer remains at or above the Firm's estimated fees and expenses. The Firm may apply the special purpose retainer to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any special purpose retainer is earned by the Firm upon receipt, any special purpose retainer becomes the property of the Firm upon receipt, Client no longer has a property interest in any special purpose retainer upon the Firm's receipt, any special purpose retainer will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any special purpose retainer; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any special purpose retainer held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any special purpose retainer exceeds such fees, expenses, and costs. Client further understands and acknowledges that the use of a special purpose retainer is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case (as defined below); and that in light of the foregoing, the provision of the special purpose retainer is in Client's best interests. The fact that Client has provided the Firm with a special purpose retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security



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retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the special purpose retainer.

**Termination.** The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

**Cell Phone and E-Mail Communication.** The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

**File Retention.** All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (*i.e.*, your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files

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including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including, without limitation, the Client after a change in control or other similar restructuring or non-restructuring transaction (including, without limitation, a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

**Data Protection.** You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at [www.kirkland.com](http://www.kirkland.com). We process your personal data in order to: (a) carry out work for you; (b) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (c) comply with applicable laws and regulations; and (d) provide you with information relating to our Firm and its services.

**Conflicts of Interest.** As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client. The Firm notes that the Firm currently represents or has represented IWG plc or their affiliates (collectively, the "Interested Parties") and will continue to do so in such unrelated matters. Because Client is engaged in activities (and may in the future engage in additional activities) in which Client's interests may diverge from those of the Interested Parties or the Firm's other clients, the possibility exists that the Interested Parties or one of the Firm's clients may take positions adverse to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

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In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case, in other matters related to Client (such representation, an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (1) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (2) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

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The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff (“attorney investment entities”) have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client’s debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a “Passive Holding”). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm’s exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client’s ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm’s judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm’s disclosure of the foregoing.

**Insurance.** As required under California Business and Professions Code § 6148, Client is hereby advised that the Firm maintains errors and omissions insurance coverage that will be applicable to the services to be rendered by the Firm on Client’s behalf as described in this Agreement.

**Restructuring Cases.** If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a “Restructuring Case”), the Firm’s ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm’s retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm’s relationships with certain interested parties (the “Disclosure Schedule”). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client’s application to the court to retain the Firm.

If in the Firm’s determination a conflict of interest arises in Client’s Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

**No Guarantee of Success.** It is impossible to provide any promise or guarantee about the outcome of Client’s matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client’s matter are simply expressions of judgment and are not binding on the Firm.

**Consent to Use of Information.** In connection with future materials that, for marketing purposes, describe facets of the Firm’s law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client’s

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confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

**Reimbursement of Fees and Expenses.** Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm in responding to document subpoenas, and preparing for and testifying at depositions and trials, and with respect to the filing, preparation, prosecution, or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

**LLP.** Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

**Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

**Miscellaneous.** This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including, without limitation, the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

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This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

\* \* \*

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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: 

Printed Name: Steven N. Serajeddini, P.C.  
Title: Partner

Agreed and accepted this 5th day of September, 2023

WEWORK INC., on behalf of itself and its  
subsidiaries

By: 

Name: Pamela Swidler  
Title: Chief Legal Officer and Corporate Secretary

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**ADDENDUM: List of Client Subsidiaries**

WW Holdco LLC	1115 Broadway Q LLC
The We Company MC LLC	1115 Howell Mill Road Tenant LLC
The We Company Management Holdings L.P.	1115 W Fulton Market Q LLC
WeWork Companies LLC	115 Broadway Tenant LLC
1 Beacon Street Tenant LLC	115 East 23rd Street Tenant LLC
1 Belvedere Drive Tenant LLC	1150 South Olive Street Tenant LLC
1 Glenwood Ave Tenant LLC	1155 Perimeter Center West Tenant LLC
1 Lincoln Street Tenant LLC	1155 West Fulton Street Tenant LLC
1 Milk Street Tenant LLC	1156 6th Avenue Tenant LLC
1 Post Street Tenant LLC	117 NE 1st Ave Tenant LLC
1 South Dearborn Street Tenant LLC	1175 Peachtree Tenant LLC
1 Union Square West HQ LLC	11801 Domain Blvd Tenant LLC
10 East 38th Street Tenant LLC	12 East 49th Street Tenant LLC
10 East 40th Street HQ LLC	12 South 1st Street Tenant LLC
100 Bayview Circle Tenant LLC	120 West Trinity Place Tenant LLC
100 Broadway Tenant LLC	1200 17th Street Tenant LLC
100 S State Street Tenant LLC	1200 Franklin Avenue Tenant LLC
100 Summer Street Tenant LLC	1201 3rd Avenue Tenant LLC
10000 Washington Boulevard Tenant LLC	1201 Wills Street Tenant LLC
1001 Woodward Ave Tenant LLC	1201 Wilson Blvd Tenant LLC
1003 East 4th Place Tenant LLC	12130 Millennium Drive Tenant LLC
101 East Washington Street Tenant LLC	1240 Rosecrans Tenant LLC
101 Marietta Street NorthWest Tenant LLC	125 S Clark Street Tenant LLC
101 North 1st Avenue Tenant LLC	125 West 25th Street Tenant LLC
10250 Constellation Tenant LLC	12655 Jefferson Blvd Tenant LLC
1031 South Broadway Tenant LLC	128 South Tryon Street Tenant LLC
10585 Santa Monica Boulevard Tenant LLC	130 5th Avenue Tenant LLC
10845 Griffith Peak Drive Tenant LLC	130 Madison Avenue Tenant LLC
10885 NE 4th Street Tenant LLC	130 W 42nd Street Tenant LLC
109 S 5th Street Tenant LLC	1305 2nd Street Q LLC
10900 Stonelake Boulevard Tenant LLC	1330 Lagoon Avenue Tenant LLC
1099 Stewart Street Tenant LLC	1333 New Hampshire Avenue Northwest Tenant LLC
11 Park Pl Tenant LLC	135 E 57th Street Tenant LLC
110 110th Avenue Northeast Tenant LLC	135 Madison Ave Tenant LLC
110 Corcoran Street Tenant LLC	1372 Peachtree Street NE Tenant LLC
110 Wall Manager LLC	1389 Peachtree Street Northwest Tenant LLC
1100 15th Street NW Tenant LLC	1400 Lavaca Street Tenant LLC
1100 Ludlow Street Tenant LLC	1410 Broadway Tenant LLC
1100 Main Street Tenant LLC	1411 4th Avenue Tenant LLC
1111 Broadway Tenant LLC	142 W 57th Street Tenant LLC
1111 West 6th Street Tenant LLC	1430 Walnut Street Tenant LLC
1114 W Fulton Market Q LLC	



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1440 Broadway Tenant LLC	1814 Franklin St Q LLC
1448 NW Market Street Tenant LLC	18191 Von Karman Avenue Tenant LLC
1449 Woodward Avenue Tenant LLC	1825 South Grant Street Tenant LLC
145 W 45th Street Tenant LLC	1828 Walnut St Tenant LLC
1450 Broadway Tenant LLC	183 Madison Avenue Q LLC
1453 3rd Street Promenade Q LLC	1840 Gateway Dr Tenant LLC
1455 Market Street Tenant LLC	185 Madison Avenue Tenant LLC
1460 Broadway Tenant LLC	18691 Jamboree Road Tenant LLC
148 Lafayette Street Tenant LLC	1875 K Street NW Tenant LLC
149 5th Avenue Tenant LLC	1881 Broadway HQ LLC
149 Madison Avenue Tenant LLC	1900 Market Street Tenant LLC
15 West 27th Street Tenant LLC	1900 Powell Street Tenant LLC
150 4th Ave N Tenant LLC	1910 North Ola Avenue Tenant LLC
152 3rd Street Tenant LLC	1920 McKinney Ave Tenant LLC
1525 11th Ave Tenant LLC	195 Montague Street Tenant LLC
1535 Broadway Tenant LLC	199 Water Street Tenant LLC
154 W 14th Street Tenant LLC	2 Belvedere Drive Tenant LLC
1547 9th Street HQ LLC	2 Embarcadero Center Tenant LLC
1557 West Innovation Way Tenant LLC	2 North LaSalle Street Tenant LLC
1560 Broadway Tenant LLC	20 W Kinzie Tenant LLC
16 East 34th Street Tenant LLC	200 Berkeley Street Tenant LLC
160 Varick Street Tenant LLC	200 Massachusetts Ave NW Tenant LLC
160 W Santa Clara St Tenant LLC	200 Portland Tenant LLC
1600 7th Avenue Tenant LLC	200 South Biscayne Blvd Tenant LLC
1601 Elm Street Tenant LLC	200 South Orange Avenue Tenant LLC
1601 Market Street Tenant LLC	200 Spectrum Center Drive Tenant LLC
1601 Vine Street Tenant LLC	201 Spear St Tenant LLC
161 Avenue of the Americas Tenant LLC	2031 3rd Ave Tenant LLC
1615 Platte Street Tenant LLC	205 Hudson Street Tenant LLC
1619 Broadway Tenant LLC	205 North Detroit Street Tenant LLC
166 Geary Street HQ LLC	21 Penn Plaza Tenant LLC
1660 Lincoln Street Tenant LLC	210 N Green Partners LLC
167 N Green Street Tenant LLC	210 N Green Promoter LLC
1700 Lincoln Street Tenant LLC	2120 Berkeley Way Tenant LLC
1701 Rhode Island Avenue Northwest Tenant LLC	21255 Burbank Boulevard Tenant LLC
1725 Hughes Landing Boulevard Tenant LLC	214 West 29th Street Tenant LLC
1730 Minor Avenue Tenant LLC	22 Cortlandt Street HQ LLC
17300 Laguna Canyon Road Tenant LLC	2201 Broadway Tenant LLC
177 E Colorado Blvd Tenant LLC	221 6th Street Tenant LLC
1775 Tysons Boulevard Tenant LLC	2211 Michelson Drive Tenant LLC
18 West 18th Street Tenant LLC	222 Kearny Street Tenant LLC
180 Geary Street HQ LLC	222 North Sepulveda Tenant LLC
180 Sansome Street Tenant LLC	222 S Riverside Plaza Tenant LLC
	2221 Park Place Tenant LLC

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2222 Ponce De Leon Blvd Tenant LLC	33 Arch Street Tenant LLC
225 South 6th St Tenant LLC	33 East 33rd Street Tenant LLC
225 W 39th Street Tenant LLC	33 Irving Tenant LLC
229 West 36th Street Tenant LLC	330 North Wabash Tenant LLC
231 11th Ave Tenant LLC	3300 N. Interstate 35 Tenant LLC
2323 Delgany Street Tenant LLC	332 S Michigan Tenant LLC
24 Farnsworth Street Q LLC	333 West San Carlos Tenant LLC
2-4 Herald Square Tenant LLC	3365 Piedmont Road Tenant LLC
2401 Elliott Avenue Tenant LLC	340 Bryant Street HQ LLC
2420 17th Street Tenant LLC	345 4th Street Tenant LLC
2425 East Camelback Road Tenant LLC	345 West 100 South Tenant LLC
245 Livingston St Q LLC	35 East 21st Street HQ LLC
25 West 45th Street HQ LLC	353 Sacramento Street Tenant LLC
250 E 200 S Tenant LLC	35-37 36th Street Tenant LLC
250 Park Avenue Tenant LLC	360 NW 27th Street Tenant LLC
255 Giralda Avenue Tenant LLC	3600 Brighton Boulevard Tenant LLC
255 Greenwich Street Tenant LLC	38 West 21st Street Tenant LLC
255 S King St Tenant LLC	385 5th Avenue Q LLC
2600 Executive Parkway Tenant LLC	3900 W Alameda Ave Tenant LLC
2700 Post Oak Blvd. Tenant LLC	391 San Antonio Road Tenant LLC
27-01 Queens Plaza North Tenant LLC	40 Water Street Tenant LLC
2755 Canyon Blvd WW Tenant LLC	400 California Street Tenant LLC
28 2nd Street Tenant LLC	400 Capitol Mall Tenant LLC
28 West 44th Street HQ LLC	400 Concar Drive Tenant LLC
29 West 30th Street Tenant LLC	400 Lincoln Square Tenant LLC
30 Hudson Street Tenant LLC	400 Spectrum Center Drive Tenant LLC
30 Wall Street Tenant LLC	4005 Miranda Ave Tenant LLC
300 Morris Street Tenant LLC	401 San Antonio Road Tenant LLC
300 Park Avenue Tenant LLC	404 Fifth Avenue Tenant LLC
3000 Olym Boulevard Tenant LLC	4041 Macarthur Boulevard Tenant LLC
3000 S Robertson Blvd Q LLC	405 Mateo Street Tenant LLC
3001 Bishop Drive Tenant LLC	408 Broadway Tenant LLC
3003 Woodbridge Ave Tenant LLC	410 North Scottsdale Road Tenant LLC
3090 Olive Street Tenant LLC	414 West 14th Street HQ LLC
31 St James Ave Tenant LLC	415 Mission Street Tenant LLC
3101 Park Boulevard Tenant LLC	419 Park Avenue South Tenant LLC
311 W 43rd Street Tenant LLC	420 5th Avenue Q LLC
3120 139th Avenue Southeast Tenant LLC	420 Commerce Street Tenant LLC
315 East Houston Tenant LLC	WW Project Swift Member LLC
315 W 36th Street Tenant LLC	424 Fifth Avenue Holdings LLC
316 West 12th Street Tenant LLC	424 Fifth Avenue Junior Holdings LLC
3200 Park Center Drive Tenant LLC	424 Fifth Avenue Senior Holdings LLC
3219 Knox Street Tenant LLC	424 Fifth Avenue LLC
3280 Peachtree Road NE Tenant LLC	424-438 Fifth Avenue Tenant LLC

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428 Broadway Tenant LLC  
429 Lenox Ave Tenant LLC  
430 Park Avenue Tenant LLC  
4311 11th Avenue Northeast Tenant LLC  
433 Hamilton Avenue Tenant LLC  
437 5th Avenue Q LLC  
437 Madison Avenue Tenant LLC  
44 East 30th Street HQ LLC  
44 Montgomery Street Tenant LLC  
44 Wall Street HQ LLC  
448 North LaSalle Street Tenant LLC  
45 West 18th Street Tenant LLC  
450 Lexington Tenant LLC  
460 Park Ave South Tenant LLC  
460 West 50 North Tenant LLC  
475 Sansome St Tenant LLC  
483 Broadway Tenant LLC  
49 West 27th Street HQ LLC  
490 Broadway Tenant LLC  
50 W 28th Street Tenant LLC  
500 11th Ave North Tenant LLC  
500 7th Avenue Tenant LLC  
501 Boylston Street Tenant LLC  
501 East Kennedy Boulevard Tenant LLC  
501 East Las Olas Blvd Tenant LLC  
501 Eastlake Tenant LLC  
5049 Edwards Ranch Tenant LLC  
505 Main Street Tenant LLC  
505 Park Avenue Q LLC  
50-60 Francisco Street Tenant LLC  
511 W 25th Street Tenant LLC  
515 Folsom Street Tenant LLC  
515 N State Street Tenant LLC  
5161 Lankershim Boulevard Tenant LLC  
5215 North O'Connor Boulevard Tenant LLC  
524 Broadway Tenant LLC  
525 Broadway Tenant LLC  
53 Beach Street Tenant LLC  
540 Broadway Q LLC  
545 Boylston Street Q LLC  
546 5th Avenue Tenant LLC  
550 7th Avenue HQ LLC  
550 Kearny Street HQ LLC  
57 E 11th Street Tenant LLC

575 5th Avenue Tenant LLC  
575 Lexington Avenue Tenant LLC  
5750 Wilshire Boulevard Tenant LLC  
5960 Berkshire Lane Tenant LLC  
599 Broadway Tenant LLC  
6 East 32nd Street WW Q LLC  
600 B Street Tenant LLC  
600 California Street Tenant LLC  
600 H Apollo Tenant LLC  
6001 Cass Avenue Tenant LLC  
601 South Figueroa Street Tenant LLC  
606 Broadway Tenant LLC  
609 5th Avenue Tenant LLC  
609 Greenwich Street Tenant LLC  
609 Main street Tenant LLC  
611 North Brand Boulevard Tenant LLC  
615 S. Tenant LLC  
625 Massachusetts Tenant LLC  
625 West Adams Street Tenant LLC  
63 Madison Avenue Tenant LLC  
65 East State Street Tenant LLC  
650 California Street Tenant LLC  
6543 South Las Vegas Boulevard Tenant LLC  
655 15th Street NW Tenant LLC  
655 Montgomery St Tenant LLC  
655 New York Avenue Northwest Tenant LLC  
660 J Street Tenant LLC  
660 North Capitol St NW Tenant LLC  
6655 Town Square Tenant LLC  
67 Irving Place Tenant LLC  
6900 North Dallas Parkway Tenant LLC  
695 Town Center Drive Tenant LLC  
7 West 18th Street Tenant LLC  
700 K Street NW Tenant LLC  
700 North Miami Tenant LLC  
700 SW 5th Tenant LLC  
708 Main St Tenant LLC  
71 5th Avenue Tenant LLC  
71 Stevenson Street Q LLC  
711 Atlantic Ave Tenant LLC  
725 Ponce De Leon Ave NE Tenant LLC  
7272 Wisconsin Avenue Tenant LLC  
729 Washington Ave Tenant LLC

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7300 Dallas Parkway Tenant LLC  
731 Sansome Street Tenant LLC  
75 Arlington Street Tenant LLC  
75 E Santa Clara Street Tenant LLC  
75 Rock Plz Tenant LLC  
750 Lexington Avenue Tenant LLC  
750 White Plains Road Tenant LLC  
755 Sansome Street Tenant LLC  
756 W Peachtree Tenant LLC  
77 Sands Tenant LLC  
77 Sands WW Corporate Tenant LLC  
77 Sleeper Street Tenant LLC  
7761 Greenhouse Rd Tenant LLC  
777 6th Street NW Tenant LLC  
78 SW 7th Street Tenant LLC  
8 W 40th Street Tenant LLC  
80 M Street SE Tenant LLC  
800 Bellevue Way Tenant LLC  
800 Market Street Tenant LLC  
800 North High Street Tenant LLC  
801 B. Springs Road Tenant LLC  
808 Wilshire Boulevard Tenant LLC  
820 18th Ave South Tenant LLC  
821 17th Street Tenant LLC  
83 Maiden Lane Q LLC  
830 Brickell Plaza Tenant LLC  
830 NE Holladay Street Tenant LLC  
8305 Sunset Boulevard HQ LLC  
8687 Melrose Avenue Tenant LLC  
8687 Melrose Green Tenant LLC  
88 U Place Tenant LLC  
880 3rd Ave Tenant LLC  
881 Peachtree Street Northeast Tenant LLC  
8910 University Center Lane Tenant LLC  
90 South 400 West Tenant LLC  
901 North Glebe Road Tenant LLC  
901 Woodland St Tenant LLC  
902 Broadway Tenant LLC  
920 5th Ave Tenant LLC  
920 SW 6th Avenue Tenant LLC  
9200 Timpanogos Highway Tenant LLC  
925 4th Avenue Tenant LLC  
925 N La Brea Ave Tenant LLC  
9777 Wilshire Boulevard Q LLC

980 6th Avenue Tenant LLC  
9830 Wilshire Boulevard Tenant LLC  
99 Chauncy Street Q LLC  
99 High Street Tenant LLC  
ARK Investment Group Holdings LLC  
Bird Investco LLC  
Cities by We LLC  
Clubhouse TS LLC  
Common Desk Holdings LLC  
CD Locations, LLC  
Common Coffee, LLC  
Common Desk DE, LLC  
Common Desk OC , LLC  
Common Desk West 7th, LLC  
Common Desk Daymaker LLC  
Common Desk Operations LLC  
Creator Fund Managing Member LLC  
Euclid LLC  
FieldLens LLC  
Five Hundred Fifth Avenue HQ LLC  
Legacy Tenant LLC  
Mailroom Bar at 110 Wall LLC  
MissionU PBC  
One Gotham Center Tenant LLC  
One Metropolitan Square Tenant LLC  
Parkmerced Partner LLC  
Play by WeWork LLC  
Powered By We LLC  
Project Caesar LLC  
Project Standby I LLC  
Prolific Interactive LLC  
PxWe Facility & Asset Management Services LLC  
South Tryon Street Tenant LLC  
Spacious Technologies, LLC  
The Hub Tenant LLC  
Waltz Merger Sub LLC  
We Rise Shell LLC  
WeWork Wellness LLC  
We Work 154 Grand LLC  
We Work 349 5th Ave LLC  
We Work Management LLC  
We Work Retail LLC  
WeInsure Holdco LLC

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Insurance Services by WeWork LLC  
Welkio LLC  
WeWork 156 2nd LLC  
WeWork 175 Varick LLC  
WeWork 25 Taylor LLC  
WeWork 261 Madison LLC  
WeWork 54 West 40th LLC  
WeWork Bryant Park LLC  
WeWork Asset Management LLC  
WeWork Commons LLC  
WeWork Companies Partner LLC  
WeWork Construction LLC  
WeWork Holdings LLC  
WeWork Interco LLC  
WeWork LA LLC  
WeWork Labs Entity LLC  
WeWork Little West 12th LLC  
WeWork Magazine LLC  
WeWork Real Estate LLC  
WeWork Services LLC  
WeWork Space Services Inc.  
WeWork Space Services LLC  
WeWork Workplace LLC  
Wildgoose I LLC  
WW 1010 Hancock LLC  
WW 107 Spring Street LLC  
WW 11 John LLC  
WW 110 Wall LLC  
WW 111 West Illinois LLC  
WW 115 W 18th Street LLC  
WW 1161 Mission LLC  
WW 120 E 23rd Street LLC  
WW 1328 Florida Avenue LLC  
WW 1550 Wewatta Street LLC  
WW 1601 Fifth Avenue LLC  
WW 1875 Connecticut LLC  
WW 2015 Shattuck LLC  
WW 205 E 42nd Street LLC  
WW 210 N Green LLC  
WW 220 NW Eighth Avenue LLC  
WW 222 Broadway LLC  
WW 2221 South Clark LLC  
WW 240 Bedford LLC  
WW 25 Broadway LLC

WW 26 JS Member LLC  
WW 312 Arizona LLC  
WW 350 Lincoln LLC  
WW 379 W Broadway LLC  
WW 401 Park Avenue South LLC  
WW 5 W 125th Street LLC  
WW 500 Yale LLC  
WW 51 Melcher LLC  
WW 520 Broadway LLC  
WW 535 Mission LLC  
WW 555 West 5th Street LLC  
WW 5782 Jefferson LLC  
WW 600 Congress LLC  
WW 641 S Street LLC  
WW 718 7th Street LLC  
WW 745 Atlantic LLC  
WW 79 Madison LLC  
WW 81 Prospect LLC  
WW 811 West 7th Street LLC  
WW 85 Broad LLC  
WW 995 Market LLC  
WW Brooklyn Navy Yard LLC  
WW BuildCo LLC  
WW Co-Obligor Inc.  
WW Enlightened Hospitality Investor LLC  
WW Journal Square Holdings LLC  
WW Journal Square Member LLC  
WW Onsite Services LLC  
WW Onsite Services AAG LLC  
WW Onsite Services EXP LLC  
WW Onsite Services SFI LLC  
WW Onsite Services SUM LLC  
WW Project Swift Development LLC  
WW VendorCo LLC  
WW CO Architecture Holdings LLC  
9670416 CANADA Inc.  
WeWork Canada GP B.V.  
WeWork Canada GP ULC  
WeWork Canada LP B.V.  
WeWork Canada LP ULC  
700 2 Street Southwest Tenant LP  
500 Bloor Street West Tenant LP  
4635 Loughheed Highway Tenant LP  
33 Bloor Street East Tenant LP

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150 9 Avenue Southwest Tenant LP  
114 East 4th Avenue Tenant LP  
1090 West Pender Street Tenant LP  
WW Worldwide CV  
WeWork Companies (International) B.V.  
Icefish APAC Holdco B.V.  
Icefish Investment Holdco B.V.  
WeWork APAC Partner Holdings B.V.  
WeWork Asia Holding Company B.V.  
WeWork Companies Partner (International) B.V.  
WeWork Middle East Holdings B.V.  
WeWork New Zealand Holdco B.V.  
WeWork Netherlands B.V.  
1 Locatellikade Q B.V.  
Herengracht 206 Tenant B.V.  
Keizersgracht 271 Tenant B.V.  
Keizersgracht 572 Tenant B.V.  
Sarphatistraat 8 Tenant B.V.  
Stadhouderskade 5-6 Q B.V.  
Strawinskylaan 4117 Tenant B.V.  
WW Metropool B.V.  
WW Weteringschans B.V.  
WeWork Denmark ApS  
35 Kalvebod Brygge Tenant ApS  
Skelbækgade 2-4 Tenant ApS  
WeWork Belgium  
31 Handelsstraat Tenant  
4 Sint-Lazaruslaan Tenant  
53 Belliardstraat Tenant  
WeWork Germany GmbH  
101 Karl-Marx-Straße Tenant GmbH  
11 Neue Bahnhofstraße Q GmbH  
11 Spittelmarkt Tenant GmbH  
123 Schönhauser Allee Tenant GmbH  
15 Herzogstraße Tenant GmbH  
19 Schillerstraße Tenant GmbH  
20 Heinrich-Heine-Allee Tenant GmbH  
20 Rotherstrasse Tenant GmbH  
242 Prenzlauer Allee Tenant GmbH  
25 Turmstraße Tenant GmbH  
3 Cuvrystraße Tenant GmbH  
56 Schildergasse Tenant GmbH  
72 Knesebeckstraße Tenant GmbH

Alexanderplatz 1 Tenant GmbH  
Arnulfstraße 60 Tenant GmbH  
Axel-Springer-Platz 3 Tenant GmbH  
Ballindamm 40 Tenant GmbH  
Chausseestraße 29 Tenant GmbH  
Eichhornstraße 3 Tenant GmbH  
Friedrichstraße 76 Tenant GmbH  
Friesenplatz Tenant GmbH  
Gänsemarkt 43 Tenant GmbH  
Gerhofstraße 1-3 Tenant GmbH  
Junghofstrasse 13 Tenant GmbH  
Junghofstraße 22 Tenant GmbH  
Karl-Liebkecht Street Tenant GmbH  
Kemperplatz 1 Tenant GmbH  
Kurfürstendamm 11 Tenant GmbH  
Neue Schönhauser Straße 3-5 Tenant GmbH  
Neuturmstraße 5 Tenant GmbH  
Oskar-von-Miller-Ring 20 Tenant GmbH  
Oskar-von-Miller-Ring 33 Q GmbH  
Powered By We Germany GmbH  
Rosenthaler Straße 43-45 Tenant GmbH  
Rudolfplatz 7 Tenant GmbH  
Standby I Tenant GmbH  
Stralauer Allee 6 Tenant GmbH  
Stresemannstraße 123 Tenant GmbH  
Taunusanlage 8 Tenant GmbH  
Warschauer Platz Tenant GmbH  
Wilmsdorferstrasse 59 Tenant GmbH  
WeWork (Czech Republic) s.r.o.  
WeWork France SAS  
33 Rue La Fayette Tenant SAS  
40 Rue du Colisée Tenant SAS  
Rue des Archives 64/66 Tenant SAS  
WeWork Paris I Tenant SAS  
WeWork Paris II Tenant SAS  
WeWork Paris II Tenant SAS - Sucursal Em Portugal [*branch*]  
WeWork Paris III Tenant SAS  
WeWork Paris IV Tenant SAS  
WeWork Community Workspace Ireland Limited  
1 George's Quay Tenant Limited  
155 Townsend St Q Tenant Limited  
160 Shelbourne Road Q Limited

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42 Charlemont Street Tenant Limited  
5 Harcourt Road Tenant Limited  
Central Plaza Tenant Limited  
Dublin Landings Tenant Limited  
Iveagh Court Tenant Limited  
WeWork Israel Ltd.  
10 Hazerem Street Tenant Ltd  
144 Menachem Begin Tenant Ltd.  
146 Derech Menachem Begin Tenant Ltd.  
16 Eyal Tenant Ltd.  
16 Helkikey Ha'Or Tenant Ltd  
23 Schocken Street Tenant Ltd  
3 Aluf Kalman Magen Tenant Ltd.  
30 Ibn Gabirol Tenant Ltd.  
32 King George Tenant Ltd.  
37 Shaul HaMelech Boulevard Tenant Ltd  
4 Maale HaShichrur Tenant Ltd  
40 Tuval Tenant Ltd.  
45 HaAtzmaut Tenant Ltd.  
6 Totzeret Haaretz Tenant Ltd.  
7 Menachem Begin Tenant Ltd.  
Midtown Music Club Ltd.  
Unomy Ltd.  
WeWork Technology Israel Ltd.  
WeWork Italy S.R.L.  
WeWork Norway AS  
WeWork Poland sp. z o.o.  
The We Company ROU S.R.L.  
WeWork Company Workspace S. L.  
WW Sweden AB  
WeWork Rus LLC  
WeWork Saudi Arabia Limited  
WeWork Middle East Gazelle Limited  
WeWork Middle East DWTC FZE  
Wework Gulf I FZ-LLC  
The We Company Worldwide Limited  
WeWork International Limited  
1 America Square Q Tenant Limited  
1 Ariel Way Tenant Limited  
1 Lloyd's Avenue Tenant Limited  
1 Mark Square Tenant Limited  
1 Poultry Tenant Limited  
1 St Katharine's Way Tenant Limited  
1 St Peter's Square Tenant Limited

1 Waterhouse Square Tenant Limited  
10 East Road Tenant Limited  
10 Fenchurch Avenue Tenant Limited  
10-12 Russell Square Q Limited  
119 Marylebone Road Tenant Limited  
12 Hammersmith Grove Tenant Limited  
12 Moorgate Tenant Limited  
120 Moorgate Tenant Limited  
120 Old Broad St Q Limited  
123 Buckingham Palace Road Tenant Limited  
125 Kingsway Tenant Limited  
125 Shaftesbury Tenant Limited  
130 Wood Street Tenant Limited  
131 Finsbury Pavement Tenant Limited  
133 Houndsditch Tenant Limited  
14-16 Great Chapel Tenant Limited  
142 Old Street Q Tenant Limited  
142 Wardour Street Tenant Limited  
15 Bishopsgate Tenant Limited  
165 Fleet Street Tenant Limited  
17 St Helen's Place Tenant Limited  
184 Shepherds Bush Road Tenant Limited  
2 Eastbourne Tenant Limited  
2 Minster Court Tenant Limited  
2 Southbank Tenant Limited  
207 Old Street Tenant Limited  
21 Soho Square Tenant Limited  
22 Long Acre Tenant Limited  
26 Hatton Garden Tenant Limited  
28-42 Banner Street Q Limited  
3 Waterhouse Square Tenant Limited  
30 Churchill Place Tenant Limited  
33 Q Street Tenant Limited  
38 Chancery Lane Tenant Limited  
41 Blackfriars Road Tenant Limited  
5 Merchant Square Tenant Limited  
50-60 Station Road Tenant Limited  
51 Eastcheap Tenant Limited  
52 Bedford Row Tenant Limited  
55 Colmore Row Tenant Limited  
6 Brindley Place Tenant Limited  
70 Wilson Street Tenant Limited  
71-91 Aldwych House Tenant Limited  
76-78 Clerkenwell Road Tenant Limited

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77 Leadenhall Street Tenant Limited  
77 Farrington Road Tenant Limited  
8-14 Meard Street Tenant Limited  
89-115 Mare Street Tenant Limited  
90 York Way Tenant Limited  
91 Baker Street Tenant Limited  
97 Hackney Road Tenant Limited  
99 Q Victoria Street Tenant Limited  
Corsham Tenant Limited  
Dalton Place Tenant Limited  
LT Build Limited  
No. 1 Spinningfields Tenant Limited  
Powered By We UK Limited  
Provost and East Tenant Limited  
Shoreditch the Bard Tenant Limited  
Stamford Street Tenant Limited  
The Hewitt Shoreditch Tenant Limited  
WeWork Community Workspace UK Limited  
80 George Street Tenant Limited  
WW Bishopsgate Limited  
WW Devonshire Limited  
WW Hanover House Operations Limited  
WW Medius Limited  
WW Moor Place Limited  
WW Sea Containers Limited  
Hammerjaw Bengaluru Private Limited  
Hagfish Mumbai Private Limited  
Houndshark Delhi Private Limited  
PxWe India Private Limited  
WeWork Uruguay S.R.L.  
WeWork Peru Management S.R.L.  
WeWork Peru S.R.L.  
Emprendimientos y Proyectos del Peru S.A.C.  
WeWork New Zealand  
WeWork Australia Pty Ltd  
1 Sussex Street Pty Ltd  
100 Harris Tenant Pty Ltd  
120 Spencer Street Pty Ltd  
123 Eagle Street Tenant Pty Ltd  
152 Saint Georges Terrace Pty Ltd  
161 Castlereagh Street Pty Ltd  
192 Ann Street Tenant Pty Ltd  
222 Exhibition St Pty Ltd  
25 K Street Pty Ltd

260 Queen Street Pty Ltd  
320 Pitt Street Pty Ltd  
333 George Street Pty Ltd  
345 Bourke Street Tenant Pty Ltd  
383 George Street Tenant Pty Ltd  
401 Collins Street Tenant Pty Ltd  
5 Martin Place Tenant Pty Ltd  
50 Miller Street Pty Ltd  
64 York Street Pty Ltd  
66 King Street Tenant Pty Ltd  
Gravity Coworking Pty Ltd  
WeWork Korea Yuhan Hoesa  
WeWork Seoul 1-ho Yuhan Hoesa  
WeWork Seoul 2-ho Yuhan Hoesa  
WeWork Seoul 3-ho Yuhan Hoesa  
WeWork Seoul 4-ho Yuhan Hoesa  
WeWork Seoul 5-ho Yuhan Hoesa  
WeWork Busan 1-ho Yuhan Hoesa  
WeWork Singapore Pte. Ltd.  
naked Hub Vietnam Holdings Limited  
NHNP VN Limited  
WeWork Vietnam Limited  
WW Community Workspaces Philippines,  
Inc.  
WeWork Malaysia Sdn. Bhd.  
WeWork Holding (Thailand) Company  
Limited  
WeWork (Thailand) Limited  
Spacemob Pte. Ltd.  
PT WeWork Services International  
PT PoweredByWe Services Indonesia  
WeTech LLC



## KIRKLAND & ELLIS LLP

### CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

*Effective 01/01/2023*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics, and Printing:** The following list details K&E LLP's charges for duplicating, reprographics, and printing services:
  - ▶ Black and White Copy or Print (all sizes of paper):
    - \$0.16 per impression for all U.S. offices
    - €0.10 per impression in Munich
    - £0.15 per impression in London
    - HK\$1.50 per impression in Hong Kong
    - RMB1.00 per impression in Beijing and Shanghai
  - ▶ Color Copy or Print (all sizes of paper):
    - \$0.55 per impression
  - ▶ Scanned Images:
    - \$0.16 per page for black and white or color scans
  - ▶ Other Services:
    - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
    - Binding - \$0.70 per binding
    - Large or specialized binders - \$13/\$27
    - Tabs - \$0.13 per item
    - OCR/File Conversion - \$0.03 per page
    - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (a) the client has specifically requested the after-hours work or (b) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class, or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel, and meal expenses. K&E LLP negotiates, uses, and passes along volume-discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls, conference calls, videoconferences, or faxes made from K&E LLP's offices.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (*e.g.*, phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (*e.g.*, Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume-discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third-party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Tax Filings:** Clients will be charged a fixed fee for certain tax filings. Our standard charge is: \$400 per Form 8832 election; \$250 per Form 83(b) election for the first 20 forms, \$100 per form for any additional forms; \$1,000 each for Form SS-4 (Foreign); \$100 each for Form SS-4 (Domestic); and \$75 for each FIRPTA certificate.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (*e.g.*, a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third-Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third-party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third-Party Expenditures:** Third-party expenditures (*e.g.*, corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

**EXHIBIT B**

**Serajeddini Declaration**

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

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Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

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*Proposed Co-Counsel for Debtors and  
Debtors in Possession*

*Proposed Co-Counsel for Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

WEWORK INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-19865 (JKS)

(Jointly Administered)

**DECLARATION OF STEVEN N.  
SERAJEDDINI IN SUPPORT OF THE DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE  
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 6, 2023**

I, Steven N. Serajeddini, being duly sworn, state the following under penalty of perjury:

1. I am the president of Steven N. Serajeddini, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Debtor WeWork Inc.'s principal place of business is 12 East 49th Street, 3<sup>rd</sup> Floor, New York, NY 10017; the Debtors' service address in these chapter 11 cases is WeWork Inc. c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005.

partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, “Kirkland”). I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York and the State of Illinois, and I have been admitted to practice in United States District Court for the Northern District of Illinois. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the “Declaration”) in support of the Debtors’ *Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 6, 2023* (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

#### **Kirkland’s Qualifications**

4. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

5. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Cyxtera Technologies, Inc.*, No. 23-14853 (JKS) (Bankr. D.N.J. July 18, 2023); *In re Whittaker, Clark & Daniels, Inc.*, No. 23-13575 (MBK) (Bankr. D.N.J. June 26, 2023); *In re Bed Bath & Beyond, Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. June 5, 2023); *In re David’s Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. June 1, 2023); and *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Feb. 1, 2023).<sup>3</sup>

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

<sup>3</sup> Because of the voluminous nature of the orders cited in this Declaration, they are not attached to this Declaration. Copies of these orders are available upon request to Kirkland.

6. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' business and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

**Services to Be Provided**

7. Subject to further order of the Court and that certain engagement letter dated September 5, 2023 (the "Engagement Letter"),<sup>4</sup> a copy of which is attached as **Exhibit 1** to the Order, the Debtors retained Kirkland to render, without limitation, the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtor in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;

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<sup>4</sup> Kirkland was initially engaged by the Debtors for intellectual property services pursuant to an engagement letter dated as of October 8, 2018. However, to expand and clarify Kirkland's role with respect to a restructuring engagement, the Debtors entered into the Engagement Letter, which governs this engagement.

- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

8. By separate application, the Debtors have also asked the Court to approve the retention of Cole Schotz P.C. ("Cole Schotz") as bankruptcy co-counsel to the Debtors. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland will coordinate with Cole Schotz and any other firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases.

9. Cole Schotz is primarily responsible for the following:

- a. advising and consulting on the prosecution of the chapter 11 case, including all of the legal and administrative requirements of operating in chapter 11;
- b. preparing such administrative and procedural applications and motions as may be required for the orderly and efficient conduct of the case;
- c. prosecuting and defending litigation that may arise during the course of the case;
- d. consulting with the Debtors concerning and participate in the formulation, negotiation, preparation, and filing of a plan or plans of reorganization/liquidation and disclosure statement(s) to accompany the plan(s);
- e. reviewing and objecting to claims;
- f. analyzing, recommending, preparing, and bringing causes of action permitted under the bankruptcy code;
- g. addressing conflict matters to the extent necessary; and



- h. taking all steps necessary and appropriate to bring the case to a conclusion.

**Professional Compensation**

10. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other debtor representations, and are comparable to the hourly rates and corresponding rate structure that Kirkland uses for complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

11. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

12. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>5</sup>

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<sup>5</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<b>Billing Category<sup>6</sup></b>	<b>U.S. Range</b>
Partners	\$1,195-\$2,245
Of Counsel	\$820-\$2,125
Associates	\$685-\$1,395
Paraprofessionals	\$295-\$575

13. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>7</sup>

14. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

15. To ensure compliance with all applicable deadlines in these chapter 11 cases, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter between Kirkland and the Debtors, which permits Kirkland to

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<sup>6</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>7</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion; and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file such notice with the Court.

bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

16. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Rules, Kirkland will charge no more than \$0.10 per page for standard duplication services in these chapter 11 cases. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

**Compensation Received by Kirkland from the Debtors**

17. Per the terms of the Engagement Letter, on September 13, 2023, the Debtors paid \$1,000,000.00 to Kirkland, which, as stated in the Engagement Letter, constituted a “special purpose retainer” (also known as an “advance payment retainer”) as defined in Rule 1.5(d) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional special purpose retainers totaling \$21,000,000.00 in the aggregate. As stated in the Engagement Letter, any special purpose retainer is earned by Kirkland upon receipt, any special purpose retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any special purpose retainer upon Kirkland’s receipt, any special purpose retainer will be placed in Kirkland’s

general account and will not be held in a client trust account, and the Debtors will not earn any interest on any special purpose retainer.<sup>8</sup>

18. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to Kirkland's special purpose retainer, Kirkland's total special purpose retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

19. Pursuant to Bankruptcy Rule 2016(b), Kirkland has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

#### **Statement Regarding U.S. Trustee Guidelines**

20. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for

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<sup>8</sup> The Engagement Letter provides that Kirkland may continue to hold any remaining prepetition special purpose retainer during the pendency of a chapter 11 case rather than applying such special purpose retainer to postpetition fees and expenses. Kirkland evaluates whether to retain any remaining prepetition special purpose retainer on a case-by-case basis. In this particular case, Kirkland has elected not to hold any remaining prepetition special purpose retainer but, instead, will apply any remaining special purpose retainer to postpetition fees and expenses as such fees and expenses are allowed by the Court.

information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the “Revised UST Guidelines”), both in connection with this Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

**Attorney Statement Pursuant to Revised UST Guidelines**

21. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- a. **Question:** Did Kirkland agree to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement?

**Answer:** No. Kirkland and the Debtors have not agreed to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement. The rate structure provided by Kirkland is appropriate and is not significantly different from (a) the rates that Kirkland charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Kirkland professionals in this engagement vary their rate based on the geographic location of the Debtors’ chapter 11 cases?

**Answer:** No. The hourly rates used by Kirkland in representing the Debtors are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Kirkland has represented the Debtors in the 12 months prepetition, disclose Kirkland’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Kirkland’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Answer:** Kirkland's current hourly rates for services rendered on behalf of the Debtors range as follows: <sup>9</sup>

<u>Billing Category</u>	<u>U.S. Range</u>
Partners	\$1,195-\$2,245
Of Counsel	\$820-\$2,125
Associates	\$685-\$1,395
Paraprofessionals	\$295-\$575

- d. **Question:** Have the Debtors approved Kirkland's budget and staffing plan, and, if so, for what budget period?

**Answer:** Yes. More specifically, pursuant to the Interim Cash Collateral Order,<sup>10</sup> the Debtors must furnish weekly budget and variance reports, which include detail regarding the fees and expenses incurred in these chapter 11 cases by professionals proposed to be retained by the Debtors.

**Kirkland's Disinterestedness**

22. In connection with its proposed retention by the Debtors in these chapter 11 cases, Kirkland undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Kirkland obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. Kirkland has searched its electronic database for its connections to the entities listed on **Schedule 1** hereto. In addition, after Kirkland identified all client connections with the parties in interest over a specified time period, Kirkland circulated a survey email to all Kirkland attorneys who billed 10 or more hours to such clients

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<sup>9</sup> While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<sup>10</sup> "Interim Cash Collateral Order" means the *Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, (III) Scheduling a Final Hearing, (IV) Modifying the Automatic Stay and (V) Granting Related Relief* [Docket No. 103].

during the prior six years. Further, beyond the individual emails, Kirkland sent a daily report of new matters firm wide. All Kirkland attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. Kirkland received certain answers in the affirmative from attorneys who had worked on matters for parties in interest unrelated to these chapter 11 cases, and, as further described herein, such attorneys have been screened from this matter. Additionally, to the extent that I have been able to ascertain that Kirkland has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Schedule 2** attached hereto.

23. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched its electronic database for its connections to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kirkland will update this Declaration as necessary and when Kirkland becomes aware of additional material information. The following is a list of the categories that Kirkland has searched:<sup>11</sup>

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Debtors
1(b)	Current and Former Directors and Officers
1(c)	Bankruptcy Judges and Court Staff
1(d)	Banks, Lenders, Agents, and Payment Processors
1(e)	Customers

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<sup>11</sup> Kirkland's inclusion of parties in the following Schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

- 1(f) Bankruptcy Professionals
- 1(g) Equity Holders
- 1(h) Insurance
- 1(i) Landlords, Lease Rejection Counterparties, and Guarantor Landlords
- 1(j) Litigation Counterparties
- 1(k) Non-Debtor Affiliates
- 1(l) Noteholders
- 1(m) Office of the United Trustee Office
- 1(n) Surety Bonds
- 1(o) Taxing Authorities
- 1(p) Utilities
- 1(q) Vendors

24. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

25. Listed on **Schedule 2** to this Declaration are the results of Kirkland’s conflicts searches of the above-listed entities.<sup>12</sup> For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Kirkland (including entities listed below under the “Specific Disclosures” section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. To the extent that a waiver does not exist

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<sup>12</sup> As referenced in **Schedule 2**, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland’s representation rather than its potential listing in Kirkland’s conflicts search system. The list generated from Kirkland’s conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with “former clients” or “closed clients” for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.



or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by Cole Schotz.

26. Kirkland's conflicts search of the entities listed on Schedules 1(a) – 1(q) (that Kirkland was able to locate using its reasonable efforts) reveals, to the best of my knowledge, that those Kirkland attorneys and paraprofessionals who previously worked at other law firms that represented such entities in these chapter 11 cases have not worked on matters relating to the Debtors' restructuring efforts while at Kirkland.

27. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee for the District of New Jersey (the "U.S. Trustee"), any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of New Jersey, except as disclosed or otherwise described herein.

28. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

29. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental

declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

30. From time to time, certain former partners of Kirkland are entitled to compensation for a limited period of time following their departure from the firm.

31. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

32. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

### **Specific Disclosures**

33. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

#### **A. Connections to Holders of Equity Interests in the Debtors.**

34. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, Softbank Group and certain of its affiliates ("Softbank") on a variety of matters. Softbank owns approximately 71% of the equity interests in Debtor WeWork Inc. and is

represented by Weil, Gotshal & Manges LLP and Wollmuth Maher & Deutsch LLP in these chapter 11 cases. Kirkland has not represented, and will not represent, Softbank in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. All current and prior Kirkland representations of Softbank have been in matters unrelated to these chapter 11 cases. I do not believe that Kirkland's current or prior representation of Softbank precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**B. Connections to Officers and Directors.**

35. As disclosed below and on Schedule 2, Kirkland currently represents, and in the past has represented, certain affiliates, subsidiaries and entities associated with the Debtors' current and recent former officers and directors. I do not believe that Kirkland's current or prior representation of the affiliates, subsidiaries, and entities associated with certain officers and directors precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

36. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain entities affiliated with, owned by, or founded, by former officer Adam Neumann. All current and prior representations of Mr. Neumann's other endeavors have been in matters unrelated to the Debtors or these chapter 11 cases that are not Non-Debtor Affiliates (as defined in paragraph 38 herein). Kirkland has not represented, and will not represent, Mr. Neumann or other non-Debtor entities affiliated with, owned by, or founded by Mr. Neumann in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of businesses affiliated with Mr. Neumann precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

37. Paul Aronzon, Paul Keglevic, Elizabeth LaPuma, and Henry Miller, disinterested directors of the Debtors (the “Disinterested Directors”), and David Tolley, chief executive officer of Debtor WeWork Inc., have served, or may serve from time to time, in various management and/or director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland’s current or prior representation of clients for which the Disinterested Directors and/or David Tolley serve(d) in management and/or director capacities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**C. Connections to Other Entities.**

38. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain non-debtor affiliates of the Debtors (the “Non-Debtor Affiliates”), including affiliates which may be able to assert claims in these chapter 11 cases, in a variety of matters unrelated to these chapter 11 cases. I do not believe these representations preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

39. As disclosed on Schedule 2, certain of the Debtors and/or Non-Debtor Affiliates are parties in interest in the chapter 11 cases of current or former Kirkland restructuring clients and/or such clients may be parties in interest in these chapter 11 cases, including SmileDirectClub, Inc., Ascena Retail Group, Inc., RGN-Group Holdings, LLC, Bed Bath & Beyond, Inc., Katerra, Inc., David’s Bridal LLC, Altera Infrastructure L.P., Pipeline Health Systems, LLC, Voyager Digital Ltd., Windstream Holdings, Inc, and/or certain of their subsidiaries and affiliates (collectively, the “Restructuring Clients”). Kirkland’s current and prior representations of the Restructuring Clients are unrelated to the Debtors’ chapter 11 cases. Kirkland will not represent the Debtors, the Non-Debtor Affiliates, or other entities associated with the Debtors in any matter related to the Restructuring Clients’ restructuring matters. Similarly, Kirkland will not represent the

Restructuring Clients against the Debtors in these chapter 11 cases. I do not believe that Kirkland's current or former representation of the Restructuring Clients precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

40. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, Starwood Capital Group Global, LP and/or certain of its affiliates ("Starwood") on a variety of matters. Starwood engaged in certain prepetition transactions with the Debtors, including the provision of certain private placement notes from investors, including funds managed by Starwood. Kirkland has not represented, and will not represent, Starwood in connection with any matter related to these chapter 11 cases during the pendency of these chapter 11 cases. All current and prior Kirkland representations of Starwood have been in matters unrelated to these chapter 11 cases. I do not believe that Kirkland's current or prior representation of Starwood precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

41. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain of the Debtors' vendors, including ABM Industries Incorporated, Accenture LLP, Anywhere Real Estate, Inc., Truist Financial Corporation, CBRE, Inc., Cushman & Wakefield, Inc., Deloitte LLP, BC Partners, Hewlett Packard Enterprise Co., Staples, Inc., and/or certain of their subsidiaries and affiliates (collectively, the "Vendors") in a variety of matters. Kirkland's current and prior representation of the Vendors have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented and will not represent, the Vendors in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of the Vendors precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, certain of the Debtors' utility providers, including AT&T Services, Inc., DIRECTV, LLC, Charter Communications, Inc., Comcast Cable Communications Management LLC, Lumen Technologies, Inc., City of Dallas, Arcline Investment Management LP, Just Energy Group Inc., NextEra Energy, Inc., WGL Holdings, Inc., Vistra Energy Corp., Calpine Corporation, Stonepeak Partners, LP, Radiate Topco, LLC, Exelon Corporation, Optim Energy Altura Cogen LLC, Targa Resources, Corp., BHE Renewables, LLC, Pacific Gas and Electric Company, NRG Energy, Inc., Oracle Corporation, Verizon Communications, Inc., and/or certain of their subsidiaries and affiliates (collectively, the "**Utility Providers**") in a variety of matters. Kirkland's current and prior representation of the Utility Providers have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Utility Providers in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of the Utility Providers precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

As disclosed on **Schedule 2**, Kirkland represents, and in the past has represented, certain of the Debtors' insurance provers, including Berkshire Hathaway Inc., Chubb Bermuda Insurance Ltd., Continental Casualty Company, Centerbridge Partners, L.P., HCC Insurance Holdings, Inc., and/or certain of their subsidiaries, affiliates, and employees (collectively, the "**Insurance Providers**") in a variety of matters. Kirkland's current and prior representation of the Insurance Providers have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented and will not represent, the Insurance Providers in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe

that Kirkland's current or prior representation of the Insurance Providers precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

As disclosed on **Schedule 2**, Kirkland represents, and in the past has represented, certain of the Debtors' customers and/or certain of their subsidiaries, affiliates, and employees (collectively, the "Customers") in a variety of matters. Kirkland's current and prior representation of the Customers have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented and will not represent, the Customers in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of the Customers precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**D. Other Chapter 11 Professionals.**

42. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seeks to retain in connection with these chapter 11 cases. Kirkland's current and prior representations of these professionals have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, any such professionals in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of these professionals precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

43. The Debtors' proposed restructuring advisor is Alvarez & Marsal North America, LLC ("A&M Advisory"). As disclosed on **Schedule 2**, Kirkland represents Alvarez & Marsal, Inc. ("A&M Inc."), Alvarez & Marsal Capital, LLC ("A&M Capital"), AMCP Security Holdings L.P. / Centerra Group, LLC, Alvarez & Marsal Tax and UK LLP, and affiliated entities in matters

unrelated to the Debtors and these chapter 11 cases. In addition, subject to the parameters discussed in the Kirkland Attorney and Employee Investments section of this Declaration, Kirkland person(s) have invested in one or more funds affiliated with A&M Capital. I do not believe that Kirkland's representation of these parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**E. Kirkland Attorney and Employee Investments.**

44. From time to time, Kirkland partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the "Investment Funds"), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases, often without Kirkland's knowledge. Each Kirkland person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when the Kirkland persons make an investment in the Investment Fund, he, she, or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

45. From time to time one or more Kirkland partners and of counsel voluntarily choose to form an entity (a "Passive-Intermediary Entity") to invest in one or more Investment Funds. Such Passive-Intermediary Entity is composed only of persons who were Kirkland partners and of counsel at the time of the Passive-Intermediary Entity's formation (although some may later become former Kirkland partners and of counsel). Participation in such a Passive-Intermediary



Entity is wholly voluntary and only a portion of Kirkland's partners and of counsel choose to participate. The Passive-Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive-Intermediary Entity often arranges for statements and communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund's underlying investments, so that the Passive-Intermediary Entity does not learn (even after the fact) the identity of the securities purchased, sold, or held by the Investment Fund. To the extent the Passive-Intermediary Entity is or becomes aware of the identity of the securities purchased, sold, or held by the Investment Funds ("Known Holdings"), such Known Holdings are submitted to Kirkland's conflict checking system.

46. From time to time, Kirkland partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be (or become) one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases. Kirkland has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work, so that all Kirkland attorneys and employees are barred from trading in securities with respect to which they possess confidential information.

**F. Other Disclosures.**

47. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Kirkland that the Debtors' relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude Kirkland's joint representation of the Debtors in these chapter 11 cases.

48. Kirkland currently represents, and formerly has represented, Bank of America, N.A. ("Bank of America") and certain of its affiliates, in a variety of matters. Bank of America is a lender in these chapter 11 cases. Kirkland's representations of Bank of America, in the aggregate, accounted for less than one percent of Kirkland's fee receipts for the twelve-month period ending on November 15, 2023. All of Kirkland's current and prior representations of Bank of America have been unrelated to the Debtors and these chapter 11 cases. I do not believe that Kirkland's representation of Bank of America precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

49. The spouse of Kirkland partner Helen E. Witt, P.C. is a managing director of JPMorgan Chase & Co. JP Morgan Chase Bank, N.A. and certain of its affiliates are among the Debtors' lenders to and holders of equity interests in the Debtors. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Ms. Witt from all aspects of Kirkland's representation of the Debtors.

50. James H.M. Sprayregen, a Kirkland partner, worked as an attorney at Kirkland from July 1990 until June 2006 and rejoined the firm in December 2008. From June 2006 until December 2008, prior to rejoining the firm, Mr. Sprayregen was co-head of the restructuring group of Goldman Sachs Americas, where he advised U.S. and international clients in restructuring and

distressed situations. Certain affiliates of Goldman Sachs are holders of equity interests in the Debtors. As described above, Goldman Sachs is a client of the firm and is disclosed on Schedule 1(d) attached hereto. I do not believe that Mr. Sprayregen's prior employment at Goldman Sachs precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

51. Reginald Brown, a Kirkland partner, is a member of the board of directors Blackstone, Inc. Blackstone/certain affiliates of Blackstone is/are investors in and landlords to the Debtors. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Mr. Brown from all aspects of Kirkland's representation of the Debtors. I do not believe that this connection precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

52. Jonathan S. Henes, a former partner of Kirkland, is the CEO and principal of C Street Advisory Group, LLC ("C Street"). C Street is providing services to the Debtors in the ordinary course as a communications advisor. Kirkland currently represents, and in the past has represented, certain affiliates, subsidiaries, and entities associated with C. Street. Kirkland's current and prior representations of C Street have been unrelated to the Debtors and these chapter 11 cases and Mr. Henes did not work on the Debtors' cases while at Kirkland. I do not believe that this connection precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

53. The son of Kirkland partner Patrick J. Nash, Jr., is employed by Hilco Redevelopment Partners LLC, an affiliate of Hilco Real Estate, LLC ("Hilco"). Hilco is providing services to the Debtors as real estate consultant and advisor. I do not believe that this connection precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

54. Furthermore, prior to joining Kirkland, certain Kirkland attorneys represented clients adverse to Kirkland's current and former restructuring clients. Certain of these attorneys (the "Screened Kirkland Attorneys") will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the representation. Kirkland's formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened Kirkland Attorneys and protecting confidential information.

55. Under Kirkland's screening procedures, Kirkland's conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of Kirkland's representation of the Debtors with the Screened Kirkland Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland's representation of the Debtors in a manner that avoids contact with the Screened Kirkland Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Kirkland Attorneys to the files or other information related to Kirkland's representation of the Debtors; and (d) to avoid contact between the Screened Kirkland Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland's representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Kirkland Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland's electronic document managing system.

**Affirmative Statement of Disinterestedness**

56. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person"

within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

*[Remainder of Page Intentionally Left Blank]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 20, 2023

Respectfully submitted,

/s/ Steven N. Serajeddini

Steven N. Serajeddini  
as President of Steven N. Serajeddini, P.C., as  
Partner of Kirkland & Ellis LLP; and as Partner  
of Kirkland & Ellis International LLP

### **Schedule 1**

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Steven N. Serajeddini in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 6, 2023* (the "Serajeddini Declaration").<sup>1</sup> Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Serajeddini Declaration, matching the incomplete or ambiguous name.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Serajeddini Declaration.

## **SCHEDULE 1**

### **List of Schedules**

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Debtors
1(b)	Current and Former Directors and Officers
1(c)	Bankruptcy Judges and Court Staff
1(d)	Banks, Lenders, Agents, and Payment Processors
1(e)	Customers
1(f)	Debtors' Bankruptcy Professionals
1(g)	Equity Holders
1(h)	Insurance
1(i)	Landlords, Lease Rejection Counterparties, and Guarantor Landlords
1(j)	Litigation Counterparties
1(k)	Non-Debtor Affiliates
1(l)	Noteholders
1(m)	Office of the United Trustee Office
1(n)	Surety Bonds
1(o)	Taxing Authorities
1(p)	Utilities
1(q)	Vendors



## **SCHEDULE 1(a)**

### **Debtors**

1 Beacon Street Tenant LLC	115 East 23Rd Street Tenant LLC
1 Belvedere Drive Tenant LLC	1150 South Olive Street Tenant LLC
1 Glenwood Ave Tenant LLC	1155 Perimeter Center West Tenant LLC
1 Lincoln Street Tenant LLC	1155 West Fulton Street Tenant LLC
1 Milk Street Tenant LLC	1156 6th Avenue Tenant LLC
1 Post Street Tenant LLC	117 NE 1St Ave Tenant LLC
1 South Dearborn Street Tenant LLC	1175 Peachtree Tenant LLC
1 Union Square West HQ LLC	11801 Domain Blvd Tenant LLC
10 East 38th Street Tenant LLC	12 East 49th Street Tenant LLC
10 East 40th Street HQ LLC	12 South 1st Street Tenant LLC
100 Bayview Circle Tenant LLC	120 West Trinity Place Tenant LLC
100 Broadway Tenant LLC	1200 17th Street Tenant LLC
100 S State Street Tenant LLC	1200 Franklin Avenue Tenant LLC
100 Summer Street Tenant LLC	1201 3rd Avenue Tenant LLC
10000 Washington Boulevard Tenant LLC	1201 Wills Street Tenant LLC
1001 Woodward Ave Tenant LLC	1201 Wilson Blvd Tenant LLC
1003 East 4th Place Tenant LLC	12130 Millennium Drive Tenant LLC
101 East Washington Street Tenant LLC	1240 Rosecrans Tenant LLC
101 Marietta Street Northwest Tenant LLC	125 S Clark Street Tenant LLC
101 North 1St Avenue Tenant LLC	125 West 25th Street Tenant LLC
10250 Constellation Tenant LLC	12655 Jefferson Blvd Tenant LLC
1031 South Broadway Tenant LLC	128 South Tryon Street Tenant LLC
10585 Santa Monica Boulevard Tenant LLC	130 5th Avenue Tenant LLC
10845 Griffith Peak Drive Tenant LLC	130 Madison Avenue Tenant LLC
10885 Ne 4th Street Tenant LLC	130 W 42nd Street Tenant LLC
109 S 5Th Street Tenant LLC	1305 2nd Street Q LLC
10900 Stonelake Boulevard Tenant LLC	1330 Lagoon Avenue Tenant LLC
1099 Stewart Street Tenant LLC	1333 New Hampshire Avenue Northwest Tenant LLC
11 Park Pl Tenant LLC	135 E 57th Street Tenant LLC
110 110th Avenue Northeast Tenant LLC	135 Madison Ave Tenant LLC
110 Corcoran Street Tenant LLC	1372 Peachtree Street NE Tenant LLC
110 Wall Manager LLC	1389 Peachtree Street Northwest Tenant LLC
1100 15th Street Nw Tenant LLC	1400 Lavaca Street Tenant LLC
1100 Ludlow Street Tenant LLC	1410 Broadway Tenant LLC
1100 Main Street Tenant LLC	1411 4th Avenue Tenant LLC
1111 Broadway Tenant LLC	142 W 57th Street Tenant LLC
1111 West 6th Street Tenant LLC	1430 Walnut Street Tenant LLC
1114 W Fulton Market Q LLC	1440 Broadway Tenant LLC
1115 Broadway Q LLC	1448 NW Market Street Tenant LLC
1115 Howell Mill Road Tenant LLC	1449 Woodward Avenue Tenant LLC
1115 W Fulton Market Q LLC	
115 Broadway Tenant LLC	

145 W 45th Street Tenant LLC	183 Madison Avenue Q LLC
1450 Broadway Tenant LLC	1840 Gateway Dr Tenant LLC
1453 3rd Street Promenade Q LLC	185 Madison Avenue Tenant LLC
1455 Market Street Tenant LLC	18691 Jamboree Road Tenant LLC
1460 Broadway Tenant LLC	1875 K Street NW Tenant LLC
148 Lafayette Street Tenant LLC	1881 Broadway Hq LLC
149 5th Avenue Tenant LLC	1900 Market Street Tenant LLC
149 Madison Avenue Tenant LLC	1900 Powell Street Tenant LLC
15 West 27th Street Tenant LLC	1910 North Ola Avenue Tenant LLC
150 4th Ave N Tenant LLC	1920 McKinney Ave Tenant LLC
152 3rd Street Tenant LLC	195 Montague Street Tenant LLC
1525 11th Ave Tenant LLC	199 Water Street Tenant LLC
1535 Broadway Tenant LLC	2 Belvedere Drive Tenant LLC
154 W 14th Street Tenant LLC	2 Embarcadero Center Tenant LLC
1547 9th Street HQ LLC	2 North Lasalle Street Tenant LLC
1557 West Innovation Way Tenant LLC	20 W Kinzie Tenant LLC
1560 Broadway Tenant LLC	200 Berkeley Street Tenant LLC
16 East 34th Street Tenant LLC	200 Massachusetts Ave NW Tenant LLC
160 Varick Street Tenant LLC	200 Portland Tenant LLC
160 W Santa Clara St Tenant LLC	200 South Biscayne Blvd Tenant LLC
1600 7th Avenue Tenant LLC	200 South Orange Avenue Tenant LLC
1601 Elm Street Tenant LLC	200 Spectrum Center Drive Tenant LLC
1601 Market Street Tenant LLC	201 Spear St Tenant LLC
1601 Vine Street Tenant LLC	2031 3Rd Ave Tenant LLC
161 Avenue of the Americas Tenant LLC	205 Hudson Street Tenant LLC
1615 Platte Street Tenant LLC	205 North Detroit Street Tenant LLC
1619 Broadway Tenant LLC	21 Penn Plaza Tenant LLC
166 Geary Street Hq LLC	210 N Green Partners LLC
1660 Lincoln Street Tenant LLC	210 N Green Promoter LLC
167 N Green Street Tenant LLC	2120 Berkeley Way Tenant LLC
1700 Lincoln Street Tenant LLC	21255 Burbank Boulevard Tenant LLC
1701 Rhode Island Avenue Northwest Tenant LLC	214 West 29th Street Tenant LLC
1725 Hughes Landing Boulevard Tenant LLC	22 Cortlandt Street HQ LLC
1730 Minor Avenue Tenant LLC	2201 Broadway Tenant LLC
17300 Laguna Canyon Road Tenant LLC	221 6th Street Tenant LLC
177 E Colorado Blvd Tenant LLC	2211 Michelson Drive Tenant LLC
1775 Tysons Boulevard Tenant LLC	222 Kearny Street Tenant LLC
18 West 18th Street Tenant LLC	222 North Sepulveda Tenant LLC
180 Geary Street Hq LLC	222 S Riverside Plaza Tenant LLC
180 Sansome Street Tenant LLC	2221 Park Place Tenant LLC
1814 Franklin St Q LLC	2222 Ponce De Leon Blvd Tenant LLC
18191 Von Karman Avenue Tenant LLC	225 South 6th St Tenant LLC
1825 South Grant Street Tenant LLC	225 W 39th Street Tenant LLC
1828 Walnut St Tenant LLC	229 West 36th Street Tenant LLC
	231 11th Ave Tenant LLC
	2323 Delgany Street Tenant LLC

24 Farnsworth Street Q LLC  
2-4 Herald Square Tenant LLC  
2401 Elliott Avenue Tenant LLC  
2420 17th Street Tenant LLC  
2425 East Camelback Road Tenant LLC  
245 Livingston St Q LLC  
25 West 45th Street Hq LLC  
250 E 200 S Tenant LLC  
250 Park Avenue Tenant LLC  
255 Giralda Avenue Tenant LLC  
255 Greenwich Street Tenant LLC  
255 S King St Tenant LLC  
2600 Executive Parkway Tenant LLC  
2700 Post Oak Blvd. Tenant LLC  
27-01 Queens Plaza North Tenant LLC  
2755 Canyon Blvd WW Tenant LLC  
28 2nd Street Tenant LLC  
28 West 44th Street Hq LLC  
29 West 30th Street Tenant LLC  
30 Hudson Street Tenant LLC  
30 Wall Street Tenant LLC  
300 Morris Street Tenant LLC  
300 Park Avenue Tenant LLC  
3000 Olym Boulevard Tenant LLC  
3000 S Robertson Blvd Q LLC  
3001 Bishop Drive Tenant LLC  
3003 Woodbridge Ave Tenant LLC  
3090 Olive Street Tenant LLC  
31 St James Ave Tenant LLC  
3101 Park Boulevard Tenant LLC  
311 W 43rd Street Tenant LLC  
3120 139th Avenue Southeast Tenant LLC  
315 East Houston Tenant LLC  
315 W 36th Street Tenant LLC  
316 West 12th Street Tenant LLC  
3200 Park Center Drive Tenant LLC  
3219 Knox Street Tenant LLC  
3280 Peachtree Road NE Tenant LLC  
33 Arch Street Tenant LLC  
33 East 33rd Street Tenant LLC  
33 Irving Tenant LLC  
330 North Wabash Tenant LLC  
3300 N. Interstate 35 Tenant LLC  
332 S Michigan Tenant LLC  
333 West San Carlos Tenant LLC  
3365 Piedmont Road Tenant LLC

340 Bryant Street Hq LLC  
345 4th Street Tenant LLC  
345 West 100 South Tenant LLC  
35 East 21St Street Hq LLC  
353 Sacramento Street Tenant LLC  
35-37 36th Street Tenant LLC  
360 NW 27th Street Tenant LLC  
3600 Brighton Boulevard Tenant LLC  
38 West 21St Street Tenant LLC  
385 5th Avenue Q LLC  
3900 W Alameda Ave Tenant LLC  
391 San Antonio Road Tenant LLC  
40 Water Street Tenant LLC  
400 California Street Tenant LLC  
400 Capitol Mall Tenant LLC  
400 Concar Drive Tenant LLC  
400 Lincoln Square Tenant LLC  
400 Spectrum Center Drive Tenant LLC  
4005 Miranda Ave Tenant LLC  
401 San Antonio Road Tenant LLC  
404 Fifth Avenue Tenant LLC  
4041 Macarthur Boulevard Tenant LLC  
405 Mateo Street Tenant LLC  
408 Broadway Tenant LLC  
410 North Scottsdale Road Tenant LLC  
414 West 14th Street Hq LLC  
415 Mission Street Tenant LLC  
419 Park Avenue South Tenant LLC  
420 5th Avenue Q LLC  
420 Commerce Street Tenant LLC  
424 Fifth Avenue Holdings LLC  
424-438 Fifth Avenue Tenant LLC  
428 Broadway Tenant LLC  
429 Lenox Ave Tenant LLC  
430 Park Avenue Tenant LLC  
4311 11th Avenue Northeast Tenant LLC  
433 Hamilton Avenue Tenant LLC  
437 5th Avenue Q LLC  
437 Madison Avenue Tenant LLC  
44 East 30th Street Hq LLC  
44 Montgomery Street Tenant LLC  
44 Wall Street HQ LLC  
448 North Lasalle Street Tenant LLC  
45 West 18th Street Tenant LLC  
450 Lexington Tenant LLC  
460 Park Ave South Tenant LLC

460 West 50 North Tenant LLC  
475 Sansome St Tenant LLC  
483 Broadway Tenant LLC  
49 West 27th Street Hq LLC  
490 Broadway Tenant LLC  
50 W 28th Street Tenant LLC  
500 11th Ave North Tenant LLC  
500 7th Avenue Tenant LLC  
501 Boylston Street Tenant LLC  
501 East Kennedy Boulevard Tenant LLC  
501 East Las Olas Blvd Tenant LLC  
501 Eastlake Tenant LLC  
5049 Edwards Ranch Tenant LLC  
505 Main Street Tenant LLC  
505 Park Avenue Q LLC  
50-60 Francisco Street Tenant LLC  
511 W 25th Street Tenant LLC  
515 Folsom Street Tenant LLC  
515 N State Street Tenant LLC  
5161 Lankershim Boulevard Tenant LLC  
5215 North O'Connor Boulevard Tenant LLC  
524 Broadway Tenant LLC  
525 Broadway Tenant LLC  
53 Beach Street Tenant LLC  
540 Broadway Q LLC  
545 Boylston Street Q LLC  
546 5th Avenue Tenant LLC  
550 7th Avenue Hq LLC  
550 Kearny Street Hq LLC  
57 E 11th Street Tenant LLC  
575 5th Avenue Tenant LLC  
575 Lexington Avenue Tenant LLC  
5750 Wilshire Boulevard Tenant LLC  
5960 Berkshire Lane Tenant LLC  
599 Broadway Tenant LLC  
6 East 32nd Street Ww Q LLC  
600 B Street Tenant LLC  
600 California Street Tenant LLC  
600 H Apollo Tenant LLC  
6001 Cass Avenue Tenant LLC  
601 South Figueroa Street Tenant LLC  
606 Broadway Tenant LLC  
609 5th Avenue Tenant LLC  
609 Greenwich Street Tenant LLC  
609 Main Street Tenant LLC

611 North Brand Boulevard Tenant LLC  
615 S. Tenant LLC  
625 Massachusetts Tenant LLC  
625 West Adams Street Tenant LLC  
63 Madison Avenue Tenant LLC  
65 East State Street Tenant LLC  
650 California Street Tenant LLC  
6543 South Las Vegas Boulevard Tenant LLC  
655 15th Street Nw Tenant LLC  
655 Montgomery St Tenant LLC  
655 New York Avenue Northwest Tenant LLC  
660 J Street Tenant LLC  
660 North Capitol St NW Tenant LLC  
6655 Town Square Tenant LLC  
67 Irving Place Tenant LLC  
6900 North Dallas Parkway Tenant LLC  
695 Town Center Drive Tenant LLC  
7 West 18th Street Tenant LLC  
700 K Street NW Tenant LLC  
700 North Miami Tenant LLC  
700 SW 5Th Tenant LLC  
708 Main St Tenant LLC  
71 5th Avenue Tenant LLC  
71 Stevenson Street Q LLC  
711 Atlantic Ave Tenant LLC  
725 Ponce De Leon Ave Ne Tenant LLC  
7272 Wisconsin Avenue Tenant LLC  
729 Washington Ave Tenant LLC  
7300 Dallas Parkway Tenant LLC  
731 Sansome Street Tenant LLC  
75 Arlington Street Tenant LLC  
75 E Santa Clara Street Tenant LLC  
75 Rock Plz Tenant LLC  
750 Lexington Avenue Tenant LLC  
750 White Plains Road Tenant LLC  
755 Sansome Street Tenant LLC  
756 W Peachtree Tenant LLC  
77 Sands Tenant LLC  
77 Sands WW Corporate Tenant LLC  
77 Sleeper Street Tenant LLC  
7761 Greenhouse Rd Tenant LLC  
777 6th Street NW Tenant LLC  
78 SW 7th Street Tenant LLC  
8 W 40th Street Tenant LLC

80 M Street SE Tenant LLC  
800 Bellevue Way Tenant LLC  
800 Market Street Tenant LLC  
800 North High Street Tenant LLC  
801 B. Springs Road Tenant LLC  
808 Wilshire Boulevard Tenant LLC  
820 18th Ave South Tenant LLC  
821 17th Street Tenant LLC  
83 Maiden Lane Q LLC  
830 Brickell Plaza Tenant LLC  
830 NE Holladay Street Tenant LLC  
8305 Sunset Boulevard Hq LLC  
8687 Melrose Avenue Tenant LLC  
8687 Melrose Green Tenant LLC  
88 U Place Tenant LLC  
880 3rd Ave Tenant LLC  
881 Peachtree Street Northeast Tenant LLC  
8910 University Center Lane Tenant LLC  
90 South 400 West Tenant LLC  
901 North Glebe Road Tenant LLC  
901 Woodland St Tenant LLC  
902 Broadway Tenant LLC  
920 5th Ave Tenant LLC  
920 SW 6th Avenue Tenant LLC  
9200 Timpanogos Highway Tenant LLC  
925 4th Avenue Tenant LLC  
925 N La Brea Ave Tenant LLC  
9670416 Canada Inc.  
9777 Wilshire Boulevard Q LLC  
980 6th Avenue Tenant LLC  
9830 Wilshire Boulevard Tenant LLC  
99 Chauncy Street Q LLC  
99 High Street Tenant LLC  
Ark Investment Group Holdings LLC  
Bird Investco LLC  
CD Locations LLC  
Cities By We LLC  
Clubhouse TS LLC  
Common Coffee LLC  
Common Desk Daymaker LLC  
Common Desk De LLC  
Common Desk Holdings LLC  
Common Desk Oc LLC  
Common Desk Operations LLC  
Common Desk West 7th LLC  
Creator Fund Managing Member LLC

Euclid LLC  
Fieldlens LLC  
Five Hundred Fifth Avenue Hq LLC  
Hub Tenant LLC, The  
Insurance Services By Wework LLC  
Legacy Tenant LLC  
Mailroom Bar at 110 Wall LLC  
Missionu PBC  
One Gotham Center Tenant LLC  
One Metropolitan Square Tenant LLC  
Parkmerced Partner LLC  
Play By Wework LLC  
Powered By We LLC  
Project Caesar LLC  
Project Standby I LLC  
Prolific Interactive LLC  
Pxwe Facility & Asset Management  
Services LLC  
South Tryon Street Tenant LLC  
Spacious Technologies LLC  
Waltz Merger Sub LLC  
We Co. Management Holdings LP, The  
We Co. MC LLC, The  
We Co. Worldwide Ltd., The  
We Rise Shell LLC  
We Work 154 Grand LLC  
We Work 349 5th Ave LLC  
We Work Management LLC  
We Work Retail LLC  
Weinsure Holdco LLC  
Welkio LLC  
Wework 156 2nd LLC  
Wework 175 Varick LLC  
Wework 25 Taylor LLC  
Wework 261 Madison LLC  
Wework 54 West 40th LLC  
Wework Asset Management LLC  
Wework Bryant Park LLC  
Wework Capital Advisors LLC  
Wework Commons LLC  
Wework Construction LLC  
Wework Cos. (International) BV  
Wework Cos. LLC  
Wework Cos. Partner LLC  
Wework Cos. US LLC  
Wework Holdings LLC

Wework Inc.  
Wework Interco LLC  
Wework La LLC  
Wework Labs Entity LLC  
Wework Little West 12th LLC  
Wework Magazine LLC  
Wework Real Estate LLC  
Wework Services LLC  
Wework Space Services Inc.  
Wework Space Services LLC  
Wework Wellness LLC  
Wework Workplace LLC  
Wildgoose I LLC  
WW 1010 Hancock LLC  
WW 107 Spring Street LLC  
WW 11 John LLC  
WW 110 Wall LLC  
WW 111 West Illinois LLC  
WW 115 W 18th Street LLC  
WW 1161 Mission LLC  
WW 120 E 23rd Street LLC  
WW 1328 Florida Avenue LLC  
WW 1550 Wewatta Street LLC  
WW 1601 Fifth Avenue LLC  
WW 1875 Connecticut LLC  
WW 2015 Shattuck LLC  
WW 205 E 42nd Street LLC  
WW 210 N Green LLC  
WW 220 NW Eighth Avenue LLC  
WW 222 Broadway LLC  
WW 2221 South Clark LLC  
WW 240 Bedford LLC  
WW 25 Broadway LLC  
WW 26 JS Member LLC  
WW 312 Arizona LLC  
WW 350 Lincoln LLC  
WW 379 W Broadway LLC  
WW 401 Park Avenue South LLC  
WW 5 W 125th Street LLC  
WW 500 Yale LLC  
WW 51 Melcher LLC  
WW 520 Broadway LLC  
WW 535 Mission LLC  
WW 555 West 5th Street LLC  
WW 5782 Jefferson LLC  
WW 600 Congress LLC

WW 641 S Street LLC  
WW 718 7th Street LLC  
WW 745 Atlantic LLC  
WW 79 Madison LLC  
WW 81 Prospect LLC  
WW 811 West 7th Street LLC  
WW 85 Broad LLC  
WW 995 Market LLC  
WW Brooklyn Navy Yard LLC  
WW Buildco LLC  
WW Co-Obligor Inc.  
WW Enlightened Hospitality Investor LLC  
WW Holdco LLC  
WW Journal Square Holdings LLC  
WW Journal Square Member LLC  
WW Onsite Services Aag LLC  
WW Onsite Services Exp LLC  
WW Onsite Services LLC  
WW Onsite Services Sfi LLC  
WW Onsite Services Sum LLC  
WW Project Swift Development LLC  
WW Project Swift Member LLC  
WW Vendorco LLC  
WW Worldwide CV  
WWCO Architecture Holdings LLC

## **SCHEDULE 1(b)**

### **Current and Former Directors and Officers**

Aronzon, Paul  
Catalano, Susan  
Clavel, Alex  
Greenspan, Peter  
Keglevic, Paul  
Lapuma, Elizabeth  
Miller, Henry S.  
Neumann, Adam  
Parekh, Vikas  
Swidler, Pam  
Tolley, David  
Wehner, Kurt  
Yazbeck, Anthony

## **SCHEDULE 1(c)**

### **Bankruptcy Judges and Court Staff**

Altenburg, Andrew B., Jr.  
Ferguson, Kathryn C.  
Gambardella, Rosemary  
Gravelle, Christine M.  
Kaplan, Michael B.  
Meisel, Stacey L.  
Naughton, Jeanna A.  
Papalia, Vincent F.  
Poslusny, Jerrold N., Jr.  
Sherwood, John K.



## **SCHEDULE 1(d)**

### **Banks, Lenders, Agents, and Payment Processors**

Adyen NV  
Bank of America NA, Tokyo Branch  
Citibank Europe plc, Hungarian Branch Office  
Citibank NA  
Citibank NA, London Branch  
Cybersource  
Deutsche Bank AG, London Branch  
Goldman Sachs Asset Management LP  
Goldman Sachs Bank USA  
Goldman Sachs International Bank  
HSBC Bank USA NA  
JPMorgan Chase Bank Luxembourg SA  
JPMorgan Chase Bank NA  
JPMorgan Chase Bank NA, Johannesburg  
JPMorgan Chase Bank NA, London Branch  
JPMorgan Chase Bank, Amsterdam  
JPMorgan Chase Bank, London  
JPMorgan Chase Bank, Toronto  
Kroll Agency Services Ltd.  
Mizuho Bank Ltd.  
Natixis, Hong Kong Branch  
OneIM Fund I LLP  
Societe Generale, Hong Kong Branch  
Stripe Inc.  
US Bank Trust Co. NA  
Wells Fargo Bank NA

## Customers

[illegible]

## **SCHEDULE 1(f)**

### **Bankruptcy Professionals**

Alvarez & Marsal North America LLC  
Cole Schotz PC  
Cooley LLP  
Davis Polk & Wardwell LLP  
Ducera Partners LLC  
Epiq Corporate Restructuring LLC  
Freshfields Bruckhaus Deringer LLP  
Greenberg Traurig LLP  
Hilco Global  
Houlihan Lokey Capital Inc.  
Munger Tolles & Olson LLP  
Piper Sandler & Co.  
PJT Partners LP  
Province Inc.  
Weil Gotshal & Manges LLP  
Wollmuth Maher & Deutsch LLP

## **SCHEDULE 1(g)**

### **Equity Holders**

Cupar Grimmond LLC  
SB WW Holdings (Cayman) Ltd.  
Softbank  
SVF Endurance (Cayman) Ltd.  
SVF II WW Holdings (Cayman) Ltd.

## SCHEDULE 1(h)

### Insurance

1389 Peachtree Street LP	GW Property Services LLC
1711 Rhode Island Owner LLC	Hiscox Insurance Co.
575 Lex Property Owner LLC	Illinois National Insurance Co.
601 Metropolitan Square LLC	Illinois Union Insurance Co.
729 Washington Property Owner LLC	KBSIII Legacy Town Center LLC
881 Peachtree Street LLC	Ma-100 Summer Street Owner LLC
AAT Lloyd District LLC	Madison Centre LLC
AB Metro Properties Ltd.	Mikoma Electric LLC
AG-Erep East Kennedy Owner LLC	National Casualty Co.
AIG Property Casualty Co.	National Union Fire Insurance Co.
AIG Specialty Insurance Co.	Nationwide
AIU Insurance Co.	Philadelphia Indemnity Insurance Co.
Allianz Global US Risk Insurance Co.	Pioneer Underwriters – Syndicate Number
American Bankers Insurance Co. of Florida	1980
Americani International Group Inc.	QBE Insurance Co.
Arch Specialty Insurance Co.	Red Development
Argo Group International Holdings Ltd.	RenaissanceRe – Syndicate Number 1458
Argonaut Insurance Co.	RLI Insurance Co.
Aspen American Insurance Co.	Royal & Sun Alliance Insurance Co. of
BCSP Circa Property LLC	Canada
Beazley Insurance Co.	RSUI Indemnity Co.
Berkley Insurance Co.	Sompo America Insurance Co.
Canopus Insurance Services	Station Square 4670 Assembly LP
Capitol View	Sunset North LLC
Chubb	T-C 4th & Madison LLC
Continental Casualty Co.	Tokio Marine Hcc
Continental Insurance Co.	TSSP LLC
Crp/Mi West Loop Owner LLC	U.S. Specialty Insurance Co.
Endurance American Insurance Co.	VGB 990 Aoa LLC
Endurance Assurance Corp.	Wasserstein Enterprises LLC
Federal Insurance Co.	Westchester Fire Insurance Co.
Giralda PB LLC	XL Specialty Insurance Co.
Greenwich Insurance Co.	Zurich American Insurance Co

.

## **SCHEDULE 1(i)**

### **Landlords, Lease Rejection Counterparties, and Guarantor Landlords**

0862223 BC Ltd.	229 West 36th Street Tenant LLC
10 East 38th Street Co. LLC	2420 17th Street LLC
100 Summer Owner LLC	255 South King Street LP
1001 Dominion Square Management Inc.	2600 CR LLC
1001 Webward Master Tenant LLC	260-261 Madison Avenue LLC
101 North First Avenue LLC	270B Metropolitan Square LLC
1045 Howe Street Holdings Ltd.	2755 Canyon Boulevard LLC
1090 Pender Properties Ltd.	29 West Manager LLC
11 Park Place LLC	3000 S Robertson Property Owner LLC
110 Wall Street LP	3000 S. Robertson Property Owner LLC
1100 15th Street LLC	34 South 11th Street LP
1156 APF LLC	36 LLC
120 East 16th Street Co. LLC	385 Fifth Avenue LLC
1201 Tab Owner LLC	400 California LLC
120MG Jersey Ltd.	400 Spectrum Holdings LLC
130 Wood Street Trustees Ltd.	408 Bway Realty LLC
130W42 Opco LLC	419 Park Avenue South Associates LLC
1389 Peachtree Street LP	44 Wall Street Holdings LP
1440 Broadway (NY) Owner LLC	448 North LaSalle LLC
1450 Broadway LLC	460 Park Avenue South Associates LLC
1460 Leasehold Swighm LLC	490 Lower Unit LP
149 Fifth Ave. Corp.	500 Fifth Avenue (New York) LLC
1547 9th LLC	500-512 Seventh Avenue LP
1619 Broadway Realty LLC	520 Broadway Owner LLC
1701 Rhode Island Inc.	54 West 40th Realty LLC
17-18 Management Co. LLC	550 Stewart Acquisition LLC
177 Colorado Owner LLC	575 Lex Property Owner LLC
1814 Franklin Investors LLC	58508 Alberta Ltd.
18191 Von Karman Avenue Tenant LLC	599-6 LLC
183 Madison Owner APF LP	600 B Street San Diego Owner LLC
185 Madison Avenue LLC	600 California Owner LLC
1900 McKinney Harwood LLC	6001 Cass LLC
195 Montague Owner LLC	601 Metropolitan Square LLC
2 Ninth Avenue Partners LLC	625 Mass Ave. Owner LLC
200 Portland Street LLC	625 W. Adams LLC
200 Spectrum Center Drive LLC	655 New York LLC
2000 Sierra Point Parkway LLC	6763332 Canada Inc.
2015 Main Partnership	6E32 Fee Owners LLC
2016 Soho LLC	711 Atlantic Avenue Co. LLC
221 W. 6th Street (TX) Owner LLC	77 Leadenhall Ltd.
2211 Michelson Holdings LLC	77 Sands Owner LLC
222 Broadway Owner LLC	79 Madison LLC

80 Lafayette Associates LLC  
800 Market Street LLC  
800 N. High Investments LLC  
801 Barton Springs Owner LLC  
8440 Cambie Nominee Corp.  
85 Broad Street Property Owner LLC  
881 Peachtree Street LLC  
A&A UKI Three Ltd.  
A+E Immobilienverwaltungs Gmbh & Co.  
KG  
AAA Northeast  
Aareal Capital Corp.  
AAT Lloyd District LLC  
AB 40th Street LLC  
AB Metro Properties Ltd.  
Abner Properties Co.  
Acorns Grow Inc.  
Administradora Jockey Plaza Shopping  
Center SA  
Afiaa 125 West 25th Street LLC  
AG Beltane 33 Queen BV  
AG Redstone Owner LP  
AG-LC Warner Center Phase IV Owner LP  
AGLM IMMO  
Agre Williams Square Holdings LLC  
AL 511 West 25th Street Owner LLC  
Aldwych Investments Ltd.  
Alese SAC  
Alida Grundstücksgesellschaft Mbh & Co.  
KG  
Allen Matkins Leck Gamble Mallory &  
Natsis LLP  
Allianz Lebensversicherungs AG  
Allianz Private Krankenversicherungs AG  
Allianz SpA  
Alston & Bird LLP  
Amazonia Administracao E Locacoes Ltda.  
AMCO 120 West Trinity  
Amerant Bank NA  
AMF Pensionsforsakring AB  
Amundi Re Italia Sgr SpA  
AP The Hill Owner LLC  
AP Victory Park LP  
APF 28 West 44 Owner LP  
Apollo Technology Platform Inc.  
Apple Bank For Savings

Archlane Ltd.  
Argonaut Insurance Co.  
ARI SP Nominee Inc.  
ARI SP1 Nominee Inc.  
Arnold & Porter Kaye Scholer LLP  
Arrendadora Nest SA de CV  
Asana Partners Fund III REIT 1 LLC  
Atim Universite SCI  
Atrium North Tower BV  
Avenida Capital De Colombia SAS  
Aviva Life & Pensions UK Ltd.  
BA1 2201 Broadway LLC  
Banca Mifel SA Multiple Banking  
Institution Trust Division  
Banca Mifel, Sociedad Anonima, Institucion  
De Banca Multiple, Como Fiduciaria En  
El Fideicomiso Banca Mifel Fideicomiso  
1664/2013  
Banco Actinver  
Banco Actinver SA  
Banco Actinver SA Institution De Banca  
Multiple  
Banco Monex SA  
Bank of America Merrill Lynch Real Estate  
Structured Finance Servicing Nc1-026-  
06-01  
Bank of America NA  
Bank of East Asia Ltd., The  
Bank of New York Mellon, The  
Bank of The Ozarks  
Bank OZK  
BCAL 44 Montgomery Property LLC  
BCAL Gateway Property LLC  
BCSP 330 North Wabash Property LLC  
BCSP 515 North State Street LLC  
BCSP 8 600 Property LP  
BCSP Circa Property LLC  
BCSP Crossroads Property LLC  
BCSP Denver Property LLC  
Bcsp Vii Investments LP  
BDN 1900 Market Owner LLC  
Bellevue Place Office LLC  
Belvedere Place JV LLC  
BH Centre Head Corp.  
BICE Vida Compañía De Seguros SA  
Block Younger LLC

Blue Bottle Coffee Inc.  
BNY Tower Associates LLC  
Boston Properties LP  
Botanic Building NV  
Brentwood Town Centre LP  
Broadway Continental Corp.  
Brown Rudnick LLP  
Bryan Cave Leighton Paisner LLP  
BSREP II SJ Towers LLC  
BSREP LLL Orion V REIT LLC  
Building at 575 Fifth Office Owner LLC,  
The  
BXP Madison Centre I LLC  
BXP Madison Centre I LLC And BXP  
Madison Centre II LLC  
BXP Madison Centre II LLC  
BXP Mission 535 LP  
C&A 483 Broadway LLC  
CA 5-15 West 125th LLC  
Cab Bedford LLC  
Canadian Imperial Bank of Commerce  
Canadian Imperial Bank of Commerce Real  
Estate Finance Division  
Capital & Counties CG Ltd.  
Capital & Counties CG Nominee Ltd.  
Capitol Crossing I LLC  
Capitol View JV-E, a Tennessee General  
Partnership  
CBD One Pty Ltd.  
Cbus Property 5 Martin Place Pty. Ltd.  
CCP/MS SSIII Denver Tabor Center 1  
Property Owner LLC  
Cedar Real Estate Investments plc  
Centenario Renta Inmobiliaria SAC  
Central Place Office LLC  
Centro Comercial Punto Sur SAPI de CV  
Cetza Trustees S1 Ltd.  
Cetza Trustees S2 Ltd.  
CG Cutlers Gardens (Jersey) 2 Ltd.  
CG Cutlers Gardens (Jersey) Ltd.  
Chevy Chase LLC  
Chun, Yang Hyeon  
Cibanco SA  
Cibanco Sociedad Anonima Institucion De  
Banca Multiple Fideicomiso CIB  
CIO Bloc 23 LLC

CIO Bloc 83 LLC  
CIO Terraces LLC  
Cit Bank NA  
Citibank NA  
Citizens Bank NA  
Civic Center Owner LLC  
CLDN NY LLC  
Clearfork Retail Venture LLC  
Cmsreuk Moorgate Propco Ltd.  
CMTG Lender 33 LLC  
Colisee RE  
College Park Coworking LLC  
Columbia REIT - 650 California LLC  
Commerz Grundbesitz  
Investmentgesellschaft MBH  
Constellation Place LLC  
Cordova II Equities Inc.  
Core & Value Advisors LLC  
Coref Spencer Property Pty. Ltd.  
Corporativo Plaza Del Parque SA de CV  
Corrigan Station LLC  
Corum Eurion SCPI  
Costa E. Oliveira Participacoes Ltda.  
Cousins 725 Ponce LLC  
Cousins Railyard LP  
CP 1875 K Street LLC  
CP 7272 Wisconsin Avenue LLC  
CP/IPERS Seattle LLC  
CR-Chicago 125 South Clark Street LLC  
Crystal Realty 1 SAC  
CSHV 1600 7th Avenue LLC  
CSHV 615 College LLC  
CT021 Acquisitions II LLC  
Curtis Mallet-Prevost Colt & Mosle LLP  
Cushman & Wakefield Inc.  
Cushman & Wakefield of California Inc.  
CV Latitude 34 LLC  
CZ Properties LLC  
Daishin Securities Co. Ltd.  
Daisho Co. Ltd.  
Dame Plaza Property Trading DAC  
Dataminr Inc.  
Dev Berlin-Mitte Gmbh & Co. KG  
Dellia Investments - Projekt Echo - 115  
Spolka Z Ograniczona  
Deo Belgium 2 SRL



DEREIF Dublln Harcourt Road SARL  
Desarrollos P. Hierro SA de CV  
Deutsche Bank AG, New York Branch  
Deutsche Bank Mexico SA  
Deutsche Bank Trust Co. Americas  
Dexus Cpa Pty. Ltd.  
Dexus Wholesale Management Ltd.  
Diamond Marina II LLC  
Diamond Marina LLC  
Dixcity Real Estate SA  
DLA Piper LLP (US)  
Domain Northside Office Property Owner  
LP  
Douglas Emmett 2014 LLC  
DP Leasehold (Illinois) LLC  
Dream Office LP  
DRN SRO  
DTRT 1449 Woodward LLC  
DTS Office Holdings LLC  
Dunnhumby Ltd.  
DWF V 311 W 43rd LLC  
DWF V 311 W. 43 Rd. LLC  
Eastcheap Luxembourg SARL  
Edissimmo & Rivoli Avenir Patrimoine  
EIB Studio Square LLC  
El Rosal Trust Fund  
Eldon Street Ltd.  
Elementum SCS  
Elisabeth House Nominee No. 1 Ltd.  
Elisabeth House Nominee No. 2 Ltd.  
Elkins Kalt Weintraub Reuben Gartside LLP  
Ellpa Participacoes Patrimoniais e  
Empresariais Ltda.  
Embarcadero Center Associates  
Emmet Marvin & Martin LLP  
Engage Inversiones 2014 SL  
EPGF (NL) Amsterdam Cooperative UA  
Epic (General Partner Russel Square) Ltd.  
Epic Lafayette Street LLC  
Epic Nominees (Russell Square) Ltd.  
Esplanade Owner LLC  
European Medicines Agency  
European Property Lux Acquico 3 SARL  
F1 Stevenson LLC  
Fade Promociones SA de CV  
Fairway East Kennedy Owner LLC

Fideicomiso Arriendos y Concesiones OFI 7  
La Francia  
Fideicomiso Arriendos y Concesiones OFI 7 -  
II  
Fideicomiso de Actividades Empresariales  
Numero F/4143  
Fideicomiso Flormorado Plaza  
Fideicomiso Master 8111  
Fideicomiso Oficinas WeWork Atlantica  
Fideicomiso Patrimonio Autonomo Torre  
Aconstruir  
Fideicomiso Torre Calle 100  
Fife Y&G Pty. Ltd.  
First Property Group plc  
Flagstar Bank NA  
Focheong Pty. Ltd.  
Fondo de Capital Privado Fondo  
Inmobiliario Colombia  
Forethought Life Insurance Co.  
Fundo de Investimento Imobiliario – FII  
Torre Almirante  
Fundo de Investimento Imobiliario - FII  
Torre Norte  
Fundo de Investimento Imobiliário - FII  
Torre Norte  
Fundo de Investimento Imobiliario JK D -  
FII  
Fundo de Investimentos Imobiliarios Multi  
Renda Urbana  
Fundo de Investimento Imobiliario - FII  
Prime Portfolio  
Fundo de Investimento Imobiliario TM-FII  
G.S. 505 Park LLC  
Gaia Realizacoes Imobiliarias Ltda.  
Galewood Ltd.  
Gamma Sudamericana SA  
Garber, Ricardo Elías  
Gateway Property Owner LLC  
Gazprom Germania GmbH  
GC 123 BPR Ltd.  
Geary-Stockton Realty LLC  
Geciter SAS  
Generali Real Estate SGR SpA  
Gibson Dunn & Crutcher LLP  
Giralda Complex LLC  
Giralda PB LLC

GJP Bossa Nova Empreendimentos SA  
Godo Kaisha Minori Investment  
Goldberg Weprin Finkel Goldstein LLP  
Goldman Sachs International Bank  
Goldman Sachs Lending Partners LLC  
Gorsuch Street Development Ltd.  
GP Commercial JPM LLC  
GPT Funds Management Ltd.  
Grandland Management Ltd.  
Greenberg Traurig LLP  
GRE-F 222 Kearny Fee LLC  
GRE-F 222 Kearny Leasehold LLC  
Grunwalder Grundvermögen GmbH  
Grupo Accionario Colorado SA de CV  
Grupo Catalana Occidente Activos  
Inmobiliarios SL  
Grupo Catalana Occidente Activos  
Inmobiliarios SLU  
Grupo Patio Oficinas SAC  
GS 505 Park LLC  
GSJC Master Lessee LLC  
GT RP Halcyon LLC  
GTIS Atilio Innocenti Empreendimentos  
Ltda.  
GW Property Services LLC  
Haakon VIIS Gate 5 Holding AS  
Halifax Pension Nominees Ltd.  
Hana Property SARL  
Hancock S-REIT Sacramento LLC  
Hansef Propco GmbH  
Haynes & Boone LLP  
HBR 1 - Investimentos Imobiliarios Ltda.  
HCG Block 69 LP  
Heinz Bose Immobilien Verwaltungs GBR  
Herald Square Owner LLC  
Hesa 112 Investimentos Imobiliarios Ltda.  
Hesa 37 - Investimentos Imobiliarios Ltda.  
Hghi Schultheiss Quartier GmbH & Co. KG  
HL Champion Holding Co. LLC  
Holland & Knight LLP  
Hoopp Realty Inc.  
Hospitals Contribution Fund of Australia  
Ltd., The  
Hpref Ireland (Georges Quay & Court) DAC  
HSRE-Portman Tech Square LLC  
Hudson 1003 4th Place LLC

Hudson 1099 Stewart Street LLC  
Hudson 1455 Market Street LLC  
Hudson 405 Mateo LLC  
Hudson's Bay Co. ULC  
Hullmark (230-240 Richmond) LP  
Ilsong Private Qualified Investors Real  
Estate Investment Co.  
Imotur - Fundo Especial de Investimento  
Imobiliario Fechado  
Inmobilia Nivel Cinco Cero Dos SA de CV  
Inmobiliaria Puente Ltda.  
Inmobiliaria Valle De Colorines SA de CV  
Innovation Pointe One LLC  
Innovation Pointe Two LLC  
Institucion De Banca Multiple  
Interlock Atlanta LLC  
International Plaza Associates LP  
Inversioners Centro Sur SA  
Inversiones Montanel SAS  
Invesco Real Estate  
IQHQ-Aventine West LP  
Irish Life Assurance plc  
Ivanhoé Cambridge Inc. - PVM  
J.G. Capital Hill LLC  
Jack Resnick & Sons Inc.  
Jack Vogel Associates  
Jameson Babbitt Stites & Lombard pllc  
John Hancock Life Insurance Co.  
Jones Lang Lasalle Real Estate Services Inc.  
Joseph P. Day Realty Corp.  
JPMBB Commercial Mortgage Securities  
Trust 2014-C26  
JPMorgan Chase Bank NA  
JPPF Waterfront Plaza LP  
Jules Lefebvre SAS  
Kanji Investment Corp.  
Karrev (Reserve) Ltd.  
Kasowitz Benson Torres LLP  
Kato International LLC  
Katten Muchin Rosenman LLP  
Kaye Scholer LLP  
KBSIII 201 Spear Street LLC  
KBSIII Legacy Town Center LLC  
Kinea Investimentos Ltda.  
Kingboard Moor Place SARL  
Kingsclub Development Inc.

Koffman Kalef LLP  
KRE Summit 1, 2, Owner LLC  
KS SP Nominee Inc.  
KS Sp1 Nominee Inc.  
L. Charney 1410 Broadway LLC  
La375 WW SA de CV  
Ladder Capital Finance LLC  
Laffite Pierre  
Lakeshore Land Lessee PT LLC  
Landings 2 Propco SARL  
Lasalle Brokerage Inc.  
Laurelgrove Ltd.  
Law Offices of David J. Feit, Esq., pllc  
Lawland Corp.  
LBA RV - Co. IX LP  
LCL Global-Golden Gate LLC  
LCM EU Investment 1 SARL  
Legacy West Investors LP  
Lendinvest Secure Trustees Ltd.  
Lendlease (Daramu House) Pty. Ltd.  
Lenox 429 Avenue Inc.  
LF Gramercy Property Co. LLC  
LF Greenwich LLC  
LHREV Austin University Park LP  
Libercorner SA  
Liberty Market Building Two LP  
LIC Site B-1 Owner LLC  
Lifetime Adelaide Street Inc.  
Lincoln Street Property Owner LLC  
Link Properties Investimentos Imobiliarios  
Ltda.  
Loeb & Loeb LLP  
Lore BCA 2120 LP  
Loro Piana SpA  
LS2 Office LLC  
LUX Europa III SARL  
LVA4 Atlanta Colony Square LP  
LV-Patio Renta Inmobiliaria III SpA  
M&G Ltd.  
Madison Avenue Leasehold LLC  
Madison-OFC 5161 CA LLC  
Maguire Properties-555 W. Fifth LLC  
Manufacturers Life Insurance Co., The  
Maplestone Ltd.  
Marble Range Ltd.  
Market Holdings Co. LLC

Market Place Torres Ltda.  
Marks & Spencer plc  
Mayore Estates LLC  
MC 19 East Houston LLC  
MC 71 Fifth Avenue Realty LLC  
McGavock Pike Partners GP  
MCP Hub I Property LLC  
Mennica Towers GGH MT Spolka Z  
Organiczona Odpowiedzialnoscia SKA  
MEPT 475 Sansome Street LLC  
MET Tower Owner LLC  
Metropolitan Life Insurance Co.  
Metropolitan Life Insurance Co., Law  
Department  
MMG Properties Ltd.  
Monex Grupo Financiero  
Monroe, James  
Moore, Douglas Ricardo  
Morrison & Foerster LLP  
Morrison Cohen LLP  
Mozaic East LLC  
MPG St Katharine Nominee Two Ltd.  
MPG St Katherine Nominee Ltd.  
MSI Holyoke LLC  
MT Back Bay One LLC  
Namor Realty Co. LLC  
Narland Management Services Partnership  
National Farmers Union Mutual Insurance  
Society Ltd., The  
Natixis Real Estate Capital LLC  
Natixis, New York Branch  
Neumann, Adam  
New Roman House Ltd.  
Newmark Group Inc.  
North West House One Guernsey PTC Ltd.  
North West House Two Guernsey PTC Ltd.  
NP 18th & Chet LLC  
NPS 3 Propco SARL  
NW 524 Soho LLC  
O&R Ltd.  
OBS REIT LLC  
OCC Commercial LLC  
Old Street (Jersey) 1 Ltd.  
Old Street Trustee (Jersey) 1 Ltd.  
Old Street Trustee (Jersey) 2 Ltd.  
Olive/Hill Street Partners LLC

Olshan Frome Wolosky LLP  
Omers Realty Corp.  
One Metropolitan Square Tenant LLC  
One Town Center Associates  
Onni Brand LP  
Onni Manhattan Towers LP  
OOO Kvartal 674-675  
Opera Italiens SNC  
Optrust West Pender Inc.  
Oskar 20 GmbH & Co. KG  
OSS 2016 LLC  
Pacific Design Center 1 LLC  
Pacific Red LLC  
PAM Connecta Trust  
Parhaus  
Park 430 Operating Co. LLC  
Park Place Associates Ltd.  
Parlex 3A Finco LLC  
Parnassus Tower BV  
Patrizia Oval Ltd.  
Patterson Belknap Webb & Tyler LLP  
Paul Hastings LLP  
PEA Green Owner LLC  
Perkins Coie LLP  
Perron Investments Pty. Ltd. (Perron)  
PF Grand Paris  
PFP Holding Co. VI LLC  
PH Retail Advisors S de RL de CV  
Piazza Partners I LP  
Piedmont 1155 PCW LLC  
Piedmont Office Realty Trust  
Pigment Inc.  
Placeholder Labs Inc.  
PNBJ IV Ltd.  
PNC Bank NA  
Polsinelli PC  
Ponte Gadea Biscayne LLC  
Portland Administradora Fiduciaria SA  
Potsdamer Platz C1 SARL  
Power & Light Building LLC  
Power House TSSP LLC  
Predial JM Imobiliaria E Participacoes SA  
Prevu Loans LLC  
Principal Life Insurance Co.  
Promenade Gateway LP  
Property Chancery (UK) Ltd.

Prudential Assurance Co. Ltd., The  
Prudential Services Ltd.  
Quarry Oaks Owner LP  
RAR2 – 222 South Riverside LLC  
Redwood Nebraska LP  
Refep Spain I SL  
Resnick & Sons Inc.  
Resnick 255 Greenwich LLC  
Resnick Seaport LLC  
Rfm Block On Congress I LLC  
RFM-KTB CSQ Propco LLC  
RFR Holding LLC  
RFR/K 77 Sands Owner LLC  
RFR/K 81 Prospect Owner LLC  
Rio Tinto European Holdings Ltd.  
Riverpark Tower I Owner LLC  
Robinson Brog Leinwand Greene Genovese  
& Gluck PC  
Roc-Fifth Avenue Associates LLC  
Rockhill Management LLC  
Rockpoint Group LLC  
Romer Debbas LLP  
Ronbet 40th Street LLC  
Ronbet 437 LLC  
Rosenberg & Estis PC  
Royal Bank of Canada  
Royal London Mutual Insurance Society  
Ltd., The  
RXR 620 Master Lessee LLC  
RXR Atlas LLC  
Safeguard AI Inc.  
Sage Realty Corp.  
Samsung SRA Asset Management Co. Ltd.  
Santander Holdings USA Inc.  
SBP 2 SARL  
Schulte Roth & Zabel LLP  
Schwartz Levine pllc  
SCI GRE Paneu Coeur Marais  
SCI Le France  
SCI LF Maillot 2000  
SCI New York Fresnel  
SCI Stresemann  
SCI Trudaine  
SDL Partners Ltd.  
Seaport B/C Retail Owner LLC  
SFIII 1111 Broadway LLC

Shape Brentwood LP  
Sheley Hall & Williams PC  
Sherin & Lodgen LLP  
Signature Bank  
Sociedad Agrícola Y de Inversiones Cuatro Robles SpA  
Societe Immobiliere Camont Inc.  
SOF-11 Propco 13 GBP SARL  
SOF-11 SBC Propco SARL  
SOF-Dearborn LP  
SOF-XI PCT Single Tower Owner LLC  
Soho AOA Owner LLC  
Solidus SA Corretora De Cambio E Valores Mobiliarios  
Somera Road - 1100 Main Street LLC  
Spaulding & Slye Investments  
Sperber Denenberg & Kahan PC  
Spinningfields Unit Trust  
SRI Eleven Minneapolis 225 LLC  
Stafe 505 WW SA de CV  
Stage Shoreditch (Office North) GP Ltd., The  
Stage Shoreditch (Office South) Nominee Ltd., The  
Stena Realty BV  
Sundance East Partners LP  
Sunset North Owner LLC  
Sunset Park Holdings LLC  
Sutton Investment Group Ltd.  
SVF Criterion Santa Monica Corp.  
Swiss Life Asset Managers France  
Takami Space Sp Zoo  
T-C 33 Arch Street LLC  
T-C 501 Boylston Street LLC  
Teachers Insurance & Annuity Association of America for the Benefit of its Real Estate Account  
Terminus Venture T100 LLC  
Terra Capital Partners LLC  
Threadneedle Pensions Ltd.  
Three Galleria Office Buildings LLC  
Tishman Speyer Junghof GmbH & Co. KG  
Tjuvholmen Alle 1-5 AS  
TMG 1333 New Hampshire Ave LLC  
TMG 800 K Street LLC  
Tokyu Land Corp.

Tower Nominees No.1 & No. 2 Jersey Ltd.  
TPL Property Owner LP  
Tranel 1 LLC  
Transbay Tower LLC  
Trimont Real Estate Advisors UK Ltd.  
Trinity Centre LLC  
Trinity Hudson Holdings LLC  
True Securitizadora SA  
Trust Co. (Australia) Ltd., The  
Trust Co. (Re Services) Ltd., The  
Trust Co. Ltd. ATF the Lav Australia Sub Trust 1, The  
Trustor Torre Calle 100  
TS Q207 SARL  
TYH Development Co. LLC  
UI 55 Colmore Row Ltd.  
Unico 250 East 200 South Tower LLC  
Unico One Nashville Place LLC  
Union Investment Real Estate GmbH  
Union Square Associates LLC  
Unitarian Universalist Association  
United States, Government of the, Postal Service  
Universal-Investment- GmbH  
UPD 729 Washington LLC  
Upper West Immobilien GmbH & Co. KG  
Urbanismo Y Construcción SL  
USBC Mortgage Lender LLC  
US VI 2 Brickell LLC  
Value Invest Immo #2  
Vandergrand Properties Co. LP  
VBG 990 AOA LLC  
Vinci Offices Fundo de Investimento Imobiliario SA  
Vinson & Elkins LLP  
VREF Charlemont  
VREF Shaftesbury SCS  
W&S Properties LLC  
Walber 419 Co. LLC  
Wallarkaden Beteiligungs GmbH & Co. KG  
Walsam 130 MAD LLC  
Walsam Twenty-Nine Co.  
War Horse Golden Gate LLC  
Warschauer Platz Entwicklungsgesellschaft MBH  
Warsaw Burstein LLP

Wasserstein Enterprises LLC  
Watermark Tempe I LLC  
WAW CED Sp Zoo  
Wegweiser & Ehrlich LLC  
Wells Fargo Bank NA  
Wells REIT II - 80 M. Street LLC  
West 18th Street Venture LLC  
West 36 TT LLC  
West 45 APF LLC  
West Pender II LP  
Westerman Ball Ederer Miller Zucker &  
Sharfstein LLP  
Westfield Fulton Center LLC  
WestInvest Gesellschaft Fur  
Investmentfonds MBH  
Westminister Meard Street Ltd.  
Westview on 12th - Arc LLC  
Witting Ton Investments (Properties) Ltd.  
Wohio Holding Inc.  
Wohl Loewe Stettner Fabricant & Deitz PC  
W-SF Goldfinger Owner VIII LLC  
Wynwood DS LLC  
Yukon Capital SLU  
Ziref Lux Netherlands 2 SARL

## **SCHEDULE 1(j)**

### **Litigation Counterparties**

1814 Franklin Investors LLC	Individual – Redacted
2420 17th Street LLC	Individual – Redacted
260-261 Madison Avenue LLC	Individual – Redacted
400 California LLC	Individual – Redacted
Individual – Redacted	Individual – Redacted
AL 511 West 25th Street Owner LLC	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	Indigo Group Inc.
Individual – Redacted	Individual – Redacted
Individual – Redacted	JC Elite Construction Services LLC
Individual – Redacted	Individual – Redacted
Individual – Redacted	Lakeshore Land Lessee PT LLC
Individual – Redacted	Law Offices of Michael S. Lamonsoff, The
Bastion Collective Pty. Ltd.	Individual – Redacted
Bastion Elevate LLC	Individual – Redacted
Bastion Rare LLC	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	MCP Hub I Property LLC
Individual – Redacted	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	New Angel Capital LLC
Individual – Redacted	Individual – Redacted
Cognovi Labs Inc.	Parkmerced Investors LLC
Individual – Redacted	Individual – Redacted
CP1875 K Street LLC	Polanco, Jose
CR-Chicago 125 South Clark Street LLC	Q Globe
CT021 Acquisitions II LLC	Individual – Redacted
CTO Realty Growth Inc.	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	Individual – Redacted
Detroit, City of (MI)	Individual – Redacted
DP Leasehold (Illinois) LLC	Shareholder Representative Services LLC
DWF Group	Individual – Redacted
Individual – Redacted	Individual – Redacted
Individual – Redacted	Thirteenth Floor Group LLC
Express LLC	Individual – Redacted
Individual – Redacted	Individual – Redacted
George Investment Partners LP	Individual – Redacted

TPL Property Owner LP  
United States, Department of the Treasury,  
Internal Revenue Service  
United States, Government of the, Attorney  
General, Southern District of New York  
United States, Government of the, Securities  
and Exchange Commission  
United States, Government of the, Security  
and Exchange Commission,  
Enforcement Division  
Individual – Redacted  
Individual – Redacted  
Individual – Redacted  
War Horse Golden Gate LLC  
Individual – Redacted  
Individual – Redacted  
Individual – Redacted



## **SCHEDULE 1(k)**

### **Non-Debtor Affiliates**

1 America Square Q Tenant Ltd.	150 9 Avenue Southwest Tenant LP
1 Ariel Way Tenant Ltd.	152 Saint Georges Terrace Pty. Ltd.
1 George's Quay Tenant Ltd.	155 Townsend St Q Tenant Ltd.
1 Lloyd's Avenue Tenant Ltd.	16 Efal Tenant Ltd.
1 Locatellikade Q BV	16 Helkikey Ha'Or Tenant Ltd.
1 Mark Square Tenant Ltd.	160 Shelbourne Road Q Ltd.
1 Poultry Tenant Ltd.	161 Castlereagh Street Pty. Ltd.
1 St Katharine's Way Tenant Ltd.	165 Fleet Street Tenant Ltd.
1 St Peter's Square Tenant Ltd.	17 St Helen's Place Tenant Ltd.
1 Sussex Street Pty. Ltd.	184 Shepherds Bush Road Tenant Ltd.
1 Waterhouse Square Tenant Ltd.	19 Schillerstraße Tenant GmbH
10 East Road Tenant Ltd.	192 Ann Street Tenant Pty. Ltd.
10 Fenchurch Avenue Tenant Ltd.	2 Eastbourne Tenant Ltd.
10 Hazerem Street Tenant Ltd.	2 Minster Court Tenant Ltd.
100 Harris Tenant Pty. Ltd.	2 Southbank Tenant Ltd.
101 Karl-Marx-Straße Tenant GmbH	20 Heinrich-Heine-Allee Tenant GmbH
10-12 Russell Square Q Ltd.	20 Rotherstrasse Tenant GmbH
1090 West Pender Street Tenant LP	207 Old Street Tenant Ltd.
11 Neue Bahnhofstraße Q GmbH	21 Soho Square Tenant Ltd.
11 Spittelmarkt Tenant GmbH	22 Long Acre Tenant Ltd.
114 East 4Th Avenue Tenant LP	222 Exhibition St Pty Ltd.
119 Marylebone Road Tenant Ltd.	23 Schocken Street Tenant Ltd.
12 Hammersmith Grove Tenant Ltd.	242 Prenzlauer Allee Tenant GmbH
12 Moorgate Tenant Ltd.	25 K Street Pty. Ltd.
120 Moorgate Tenant Ltd.	25 Turmstraße Tenant GmbH
120 Old Broad St Q Ltd.	26 Hatton Garden Tenant Ltd.
120 Spencer Street Pty. Ltd.	260 Queen Street Pty. Ltd.
123 Buckingham Palace Road Tenant Ltd.	28-42 Banner Street Q Ltd.
123 Eagle Street Tenant Pty. Ltd.	3 Aluf Kalman Magen Tenant Ltd.
123 Schönhauser Allee Tenant GmbH	3 Cuvrystraße Tenant GmbH
125 Kingsway Tenant Ltd.	3 Waterhouse Square Tenant Ltd.
125 Shaftesbury Tenant Ltd.	30 Churchill Place Tenant Ltd.
130 Wood Street Tenant Ltd.	30 Ibn Gabirol Tenant Ltd.
131 Finsbury Pavement Tenant Ltd.	31 Handelsstraat Tenant
133 Houndsditch Tenant Ltd.	32 King George Tenant Ltd.
14-16 Great Chapel Tenant Ltd.	320 Pitt Street Pty. Ltd.
142 Old Street Q Tenant Ltd.	33 Bloor Street East Tenant LP
142 Wardour Street Tenant Ltd.	33 Q Street Tenant Ltd.
144 Menachem Begin Tenant Ltd.	33 Rue La Fayette Tenant SAS
146 Derech Menachem Begin Tenant Ltd.	333 George Street Pty. Ltd.
15 Bishopsgate Tenant Ltd.	345 Bourke Street Tenant Pty. Ltd.
15 Herzogstraße Tenant GmbH	35 Kalvebod Brygge Tenant ApS

37 Shaul Hamelech Boulevard Tenant Ltd.  
38 Chancery Lane Tenant Ltd.  
383 George Street Tenant Pty. Ltd.  
4 Maale Hashichrur Tenant Ltd.  
4 Sint-Lazaruslaan Tenant  
40 Rue Du Colisée Tenant SAS  
40 Tuval Tenant Ltd.  
401 Collins Street Tenant Pty. Ltd.  
41 Blackfriars Road Tenant Ltd.  
42 Charlemont Street Tenant Ltd.  
424 Fifth Avenue Junior Holdings LLC  
424 Fifth Avenue LLC  
424 Fifth Avenue Senior Holdings LLC  
45 Haatzmaut Tenant Ltd.  
4635 Loughheed Highway Tenant LP  
5 Harcourt Road Tenant Ltd.  
5 Martin Place Tenant Pty Ltd.  
5 Merchant Square Tenant Ltd.  
50 Miller Street Pty Ltd.  
500 Bloor Street West Tenant LP  
50-60 Station Road Tenant Ltd.  
51 Eastcheap Tenant Ltd.  
52 Bedford Row Tenant Ltd.  
53 Belliardstraat Tenant  
55 Colmore Row Tenant Ltd.  
56 Schildergasse Tenant GmbH  
6 Totzeret Haaretz Tenant Ltd.  
64 York Street Pty Ltd.  
66 King Street Tenant Pty Ltd.  
7 Menachem Begin Tenant Ltd.  
70 Wilson Street Tenant Ltd.  
700 2 Street Southwest Tenant LP  
71-91 Aldwych House Tenant Ltd.  
72 Knesebeckstraße Tenant GmbH  
76-78 Clerkenwell Road Tenant Ltd.  
77 Farringdon Road Tenant Ltd.  
77 Leadenhall Street Tenant Ltd.  
80 George Street Tenant Ltd.  
8-14 Meard Street Tenant Ltd.  
89-115 Mare Street Tenant Ltd.  
90 York Way Tenant Ltd.  
91 Baker Street Tenant Ltd.  
97 Hackney Road Tenant Ltd.  
99 Q Victoria Street Tenant Ltd.  
Alexanderplatz 1 Tenant GmbH  
Arnulfstraße 60 Tenant GmbH

Axel-Springer-Platz 3 Tenant GmbH  
Ballindamm 40 Tenant GmbH  
Central Plaza Tenant Ltd.  
Chausseestraße 29 Tenant GmbH  
Corsham Tenant Ltd.  
Dalton Place Tenant Ltd.  
Dublin Landings Tenant Ltd.  
Eichhornstraße 3 Tenant GmbH  
Emprendimientos Y Proyectos Del Peru  
SAC  
Euclid WW Holdings Inc.  
Friedrichstraße 76 Tenant GmbH  
Friesenplatz Tenant GmbH  
Gänsemarkt 43 Tenant GmbH  
Gerhofstraße 1-3 Tenant GmbH  
Gravity Coworking Pty Ltd.  
Hagfish Mumbai Private Ltd.  
Hammerjaw Bengaluru Private Ltd.  
Herengracht 206 Tenant BV  
Hewitt Shoreditch Tenant Ltd., The  
Houndshark Delhi Private Ltd.  
Icefish Apac Holdco BV  
Icefish Investment Holdco BV  
Iveagh Court Tenant Ltd.  
Junghofstrasse 13 Tenant GmbH  
Junghofstraße 22 Tenant GmbH  
Karl-Liebknecht Street Tenant GmbH  
Keizersgracht 271 Tenant BV  
Keizersgracht 572 Tenant BV  
Kemperplatz 1 Tenant GmbH  
Kurfürstendamm 11 Tenant GmbH  
Latam Co. BV  
Lt Build Ltd.  
Midtown Music Club Ltd.  
Naked Hub Vietnam Holdings Ltd.  
Neue Schönhauser Straße 3-5 Tenant GmbH  
Neuturmstraße 5 Tenant GmbH  
NHNP Vn Ltd.  
No. 1 Spinningfields Tenant Ltd.  
Oskar-Von-Miller-Ring 20 Tenant GmbH  
Oskar-Von-Miller-Ring 33 Q GmbH  
Powered By We Germany GmbH  
Powered By We UK Ltd.  
Provost And East Tenant Ltd.  
PT Poweredbywe Services Indonesia  
PT Wework Services International

Pxwe India Private Ltd.  
Rosenthaler Straße 43-45 Tenant GmbH  
Rudolfplatz 7 Tenant GmbH  
Rue Des Archives 64/66 Tenant SAS  
Sarphatistraat 8 Tenant BV  
Shoreditch The Bard Tenant Ltd.  
Skelbækgade 2-4 Tenant APS  
Spacemob Pte. Ltd.  
Stadhouderskade 5-6 Q BV  
Stamford Street Tenant Ltd.  
Standby I Tenant GmbH  
Stralauer Allee 6 Tenant GmbH  
Strawinskylaan 4117 Tenant BV  
Stresemannstraße 123 Tenant GmbH  
Taunusanlage 8 Tenant GmbH  
Unomy Ltd.  
Warschauer Platz Tenant GmbH  
We Co. Management LLC, The  
We Co. Pi LP, The  
We Co. Rou SRL, The  
We Co. Worldwide Ltd., The  
WeTech LLC  
WeWork (Czech Republic) SRO  
WeWork (Thailand) Ltd.  
WeWork APAC Partner Holdings BV  
WeWork Asia Holding Co. BV  
WeWork Australia Pty. Ltd.  
WeWork Belgium  
WeWork Busan 1-Ho Yuhan Hoesa  
WeWork Canada GP BV  
WeWork Canada GP ULC  
WeWork Canada LP BV  
WeWork Canada LP ULC  
Wework Capital Advisors LLC  
WeWork Community Workspace Ireland  
Ltd.  
WeWork Community Workspace SL  
WeWork Community Workspace UK Ltd.  
Wework Cos. (International) BV  
Wework Cos. LLC  
WeWork Cos. Partner (International) BV  
WeWork Denmark ApS  
WeWork France SAS  
WeWork Germany GmbH  
WeWork Greater China Holding Co. BV  
WeWork Gulf I FZ-LLC

WeWork Holding (Thailand) Co. Ltd.  
WeWork India Management Pvt. Ltd.  
WeWork International Ltd.  
WeWork Israel Ltd.  
WeWork Italy SRL  
WeWork Japan GK  
WeWork Korea Yuhan Hoesa  
WeWork Malaysia Sdn. Bhd.  
WeWork Middle East DWTC FZE  
WeWork Middle East Gazelle Ltd.  
WeWork Middle East Holdings BV  
WeWork Netherlands BV  
WeWork New Zealand  
WeWork New Zealand Holdco BV  
WeWork Norway AA  
WeWork Paris I Tenant SAS  
WeWork Paris II Tenant SAS  
WeWork Paris III Tenant SAS  
WeWork Paris IV Tenant SAS  
WeWork Peru Management SRL  
WeWork Peru SRL  
WeWork Poland Sp. Zoo.  
WeWork Rus LLC  
WeWork Saudi Arabia Ltd.  
WeWork Seoul 1-Ho Yuhan Hoesa  
WeWork Seoul 2-Ho Yuhan Hoesa  
WeWork Seoul 3-Ho Yuhan Hoesa  
WeWork Seoul 4-Ho Yuhan Hoesa  
WeWork Seoul 5-Ho Yuhan Hoesa  
WeWork Singapore Pte. Ltd.  
WeWork Technology Israel Ltd.  
WeWork Uruguay SRL  
WeWork Vietnam Ltd.  
Wilmsdorferstrasse 59 Tenant GmbH  
WW Bishopsgate Ltd.  
WW Community Workspaces Philippines  
Inc.  
WW Devonshire Ltd.  
WW Hanover House Operations Ltd.  
WW Medius Ltd.  
WW Metropool BV  
WW Moor Place Ltd.  
WW Sea Containers Ltd.  
WW Sweden AB  
WW Weteringschans BV

## **SCHEDULE 1(l)**

### **Noteholders**

BlackRock Inc.  
Brigade Capital Management LP  
Capital Group  
Cupar Grimmond LLC  
King Street Capital Management LP  
Sculptor SC II LP  
Silver Point Capital LP

## **SCHEDULE 1(m)**

### **Office of the United Trustee Office**

Alfaro, Adela  
Ardelean, Kirsten K.  
Arendas, Francayne D.  
Artis, Michael  
Bielskie, Lauren  
D'Auria, Peter J.  
Gerardi, David  
Green, Tia  
Hildebrandt, Martha  
Kern, Joseph C.  
Kropiewnicki, Daniel C.  
McGee, Maggie  
Nikolinos, Alexandria  
Oppelt, Tina L.  
Ortiz-Ng, Angeliza  
Schneider, Robert J., Jr.  
Shaarawy, Adam  
Sponder, Jeffrey  
Steele, Fran B.  
Stives, James  
Vara, Andrew  
Ziemer, William J.

## **SCHEDULE 1(n)**

### **Surety Bonds**

Argonaut Insurance Co.  
Aspen American Insurance Co.  
Chubb Corp., The  
Nationwide Mutual Insurance Co.  
Partage Empreendimentos e Participacoes Ltda.  
Philadelphia Indemnity Insurance Co.  
Seoul Guarantee Insurance Co. Ltd.  
Tokio Marine HCC

## SCHEDULE 1(o)

### Taxing Authorities

Alameda, County of (CA), Assessment Appeals Board	Decatur, City of (IL)
Alameda, County of (CA), Tax Collector	DeKalb, County of (TX), Tax Commissioner
Arizona, State of, Department Of Revenue	Delaware, State of
Arizona, State of, Privilege Use Return Tpt-2	Denver, City of (CO)
Arlington, County of (VA), Treasurer	Denver, County of (CO)
Arlington, County of (VA), Treasurer	Detroit, City of (MI)
Atlanta, City of (GA)	Durham, County of (NC), Tax Collector
Bellevue, City of (WA)	El Segundo, City of (CA)
Berkeley, City of (CA)	Emeryville, City of (CA)
Beverly Hills, City of (CA)	Fairfax, County of (VA)
Boulder, County of (CO), Treasurer	Florida, State of, Department of Revenue
Burbank, City of (CA)	Florida, State of, Sales Use Tax Return Dr-15
California, State of, Franchise Tax Board	Forsyth, County of (GA)
California, State of, Local District Sales Use Cdtfa- 401-A	Forsyth, County of (GA), Office of Tax Commissioner
Cambridge, City of (MA)	Fulton, County of (GA), Tax Commissioner
Chicago, City of (IL), Department Of Finance, Tax Division	Georgia, State of, Sales Use Tax Report St-3
City College of San Francisco	Glendale, City of (AZ)
Clark, County of (NV)	Harris, County of (TX), Tax Office
Collin, County of (TX), Tax Assessor-Collector	Hillsborough, County of (FL)
Colorado, State of, Boulder Sales Use Tax Return	Hillsborough, County of (FL), Tax Collector
Colorado, State of, Denver Occupancy Tax	Illinois, State of, Department Of Revenue
Colorado, State of, Department Of Revenue	Illinois, State of, Sales Use Tax Return E911 St-1
Colorado, State of, Retail Sales Tax Return Dr0100	Irving ISD (TX), Tax Assessor - Collector
Colorado, State of, Retailers Use Tax Return Dr0173	Jackson, County of (MO), Courthouse
Contra Costa, County of (CA), Tax Collector	Kansas City, City of (MO)
Coral Gables, City of (FL)	King, County of (WA), Treasury
Costa Mesa, City of (CA)	Lehi, City of (UT)
Culver City, City of (CA)	Long Beach, City of (CA)
Dallas, County of (TX), Tax Assessor / Collector	Los Angeles, County of (CA), Tax Collector
Dallas, County of (TX), Utility & Reclamation District	Manhattan Beach, City of (CA)
Davidson, County of (TN), Clerk	Maricopa, County of (AZ), Treasurer
	Marin, County of (CA), Central Collections
	Marin, County of (CA), Tax Collector
	Maryland, State of, Department of Assessments & Taxation
	Maryland, State of, Sales And Use Tax Return Form 202
	Massachusetts, Commonwealth of

Massachusetts, Commonwealth of, Sales  
Use Tax Return St-9  
Mecklenburg, County of (NC), Tax  
Collector  
Miami, City of (FL)  
Miami-Dade, County, of (FL)  
Michigan, State of, Sales Use Withholding  
5080 (The 20Th)  
Minnesota, State of, Department of Revenue  
Minnesota, State of, Sales Use Tax Return  
St-1  
Missouri, State of, Consumers Use Tax  
Return 53-C  
Montgomery, County of (TX), Tax Assessor  
- Collector  
Mountain View, City of (CA)  
Multnomah, County of (OR), Tax Collector  
Nevada, State of, Combined Sales Use Tax  
Return St-18  
New Jersey, State of, Division Of Taxation  
New Jersey, State of, Sales Use Tax Return  
St-50 (Q) St-51 (M)  
New York, City of (NY), Department of  
Finance  
New York, State of, Department of Taxation  
& Finance  
New York, State of, Department of Taxation  
And Finance  
New York, State of, Sales Tax Processing  
Newport Beach, City of (CA)  
North Carolina, State of, Department of  
Revenue  
North Carolina, State of, Sales And Use Tax  
Return E-500  
Oakland, City of (CA)  
Ohio, State of  
Ohio, State of, Universal Use Tax Return  
Uut-1  
Ohio, State of, Ust-1 Sales  
Orange, County of (CA), Treasurer - Tax  
Collector  
Oregon, State of, Department of Revenue  
Palo Alto, City of (CA)  
Pasadena, City of (CA)  
Pennsylvania, Commonwealth of, Sales Use  
Hotel Tax Pa-3

Philadelphia, City of (PA)  
Portland, City of (OR)  
Portland, City of (OR), Metro Supportive  
Housing Services Tax, Revenue  
Division -  
Sacramento, City of (CA)  
Salt Lake, County of (UT), Assessor'S  
Office  
San Diego, County of (CA), Treasurer-Tax  
Collector  
San Francisco, City of (CA), Treasurer &  
Tax Collector  
San Francisco, City of (CA), Treasurer And  
Tax Collector  
San Jose, City of (CA)  
San Mateo, County of (CA), Tax Collector  
San Ramon, City of (CA)  
Sandy Springs, City of (GA)  
Santa Clara, City of (CA), County  
Department of Tax & Collections  
Santa Monica, City of (CA), Finance  
Department  
Seattle, City of (WA)  
Seattle, City of (WA), B&O Tax  
Seattle, City of (WA), Business Licensing &  
Tax Administration  
St. Louis, City of (MO), Personal Property  
Tax, Collector of Revenue  
Tampa, City of (FL), Business License Tax  
Division  
Tarrant, County of (TX), Tax Assessor-  
Collector  
Tennessee, State of, Department of Revenue  
Tennessee, State of, Sales Use Tax Return  
Rvr0000201  
Texas, State of, Comptroller of Public  
Accounts  
Texas, State of, Sales Use Tax Return 01-  
114  
Travis, County of (TX), Tax Office  
Utah, County of (UT), Assessor's Office  
Utah, State of, Sales And Use Tax Return  
Tc- 62M  
Utah, State of, Tax Commission  
Virginia, Commonwealth of, Dealers Sales  
Use Tax St-9



Virginia, Commonwealth of, Department of  
Taxation  
Wake, County of (NC), Tax Administration  
Washington, District of Columbia, Office Of  
Tax And Revenue  
Washington, District of Columbia, Sales  
Use Tax Return Fr-800 M  
Washington, District of Columbia, Treasurer  
Washington, State of, Combined Annual  
Excise Tax Return  
Washington, State of, Department of  
Revenue  
West Hollywood, City of (CA)

## SCHEDULE 1(p)

### Utilities

1156 APF LLC	Dataverge
ACC Business	Direct Energy
Access One	Ebs-Energy Billing Service
Access One Inc.	EllumNet
Action Environmental Services Inc.	Engie Resources
ADT Security Services Inc.	Enwave Energy Corp.
AT&T Inc.	Eversource Energy
AT&T Mobility LLC	Everstream
Atlanta, City of (GA), Department of Watershed Management	Everstream Sum
Atlanta, City of (GA)	Filco Carting
Atmos Energy Corp.	Filco Carting Corp.
Austin, City of (TX)	First-Citizens Bank & Trust
BAI Connect	Firstdigital
BC Hydro	Florida Power & Light Co.
BCN Telecom Inc.	Fpl - Florida Power & Light
Beanfield Metroconnect	Fusion
Bell Canada	Fusion Data Services LLC
Berkeley, City of (CA)	Georgia Natural Gas
Beverly Hills, City of (CA)	Georgia Power
Bin There Dump That Ltd.	Granite Telecommunications
Break It Down LLC	GTT Communications
Break It Down Ltd.	GTT Communications Inc.
Cablevision Lightpath LLC	Hotwire Communications
Centurylink	Hudson Energy
Centurylink Ltd.	Hudson Energy Services LLC
Charter Communications Inc.	Industrial Carting
Cogent Canada Inc.	Junkluggers of New York City, The
Cogent Communications	Just Energy
Cogent Waste Solutions LLC	KBSIII 201 Spear Street
Columbia Gas of Ohio Inc.	KBSIII 201 Spear Street LLC
Comcast Corp.	Kelltech Systems
ComEd	Kings III of America
Commonwealth Edison Co.	Kings III of America Inc.
CompostNow	Level 3 Communications
Compostnow Inc.	Level 3 Communications LLC
Con Edison	Logix Fiber Networks
Cox Business	Los Angeles, City of (CA), Department of Water & Power
Cox Communications	LS2 Office LLC
Crown Castle Fiber	MCI Communications Service
Crown Castle Fiber LLC	McKinney, City of (TX)
Dallas, City of (TX)	MetTel Inc.

Miami Beach, City fo (FL)  
MidAmerican Energy Co.  
Midamerican Energy Services LLC  
Monkeybrains  
Monkeybrains ISP  
Mountain View, City of (CA)  
MSI Holyoke LLC  
New York City Water Board  
Nitel Inc.  
NRG  
NV Energy  
NV Energy Inc.  
Optical Communications  
Optical Communications Group  
Pacific Gas & Electric  
Pacific Power  
Palo Alto, City of (CA), Utilities  
PECO  
Peoples Gas  
Pinnacle Sustainability Solutions  
Pinnacle Sustainability Solutions Inc.  
Portland, City of (OR)  
Potomac Electric Power Co., The  
Provident Energy Management  
RCN Corp.  
Recycle Track Systems  
Recycle Track Systems Inc.  
Reliant Energy Solutions  
Reliant Energy Solutions Inc.  
Republic Services Inc.  
Re-Stream  
Re-Stream Waste Management  
Rogers Communications Canada  
Royal Waste Services Inc.  
RWS Facility Services  
Santa Monica, City of (CA)  
Sea07-1099 Stewart St  
Shaw Business  
Shaw Cable  
Silverip Communications  
Skywire Networks  
Sohonet Inc.  
Southern California Edison  
Southern California Gas  
Southwest Gas  
Sparklight

Spectrum Business  
Telus Services  
Texas Gas Service  
Toronto Hydro Electric System  
Toronto Water & Solid Waste Management  
Services  
TXU Energy  
United World Telecom  
University of Maryland  
Verizon  
Verizon Wireless  
Washington Gas  
Waste Connections Lone Star  
Waste Connections LS  
Waste Connections of Florida  
Waste Connections of New York  
Waste Connections of New York Inc.  
Waste Management  
Waste Management Inc.  
Water Systems Inc.  
Wave  
Wave Broadband  
Wiline Networks  
Wiline Networks Inc.  
Wyse Meter Solutions Inc.  
Xcel Energy  
Zayo Canada Inc.  
Zayo Group LLC  
Zrace Communications

## **SCHEDULE 1(q)**

### **Vendors**

100 Summer Owner LLC	Advanced Parking Systems
1001 Dominion Square Management Inc.	Adyen NV
1090 Pender Properties Ltd.	AFCO Credit Corp.
11 Park Place Associates	Affinity Building Solution LLC
1100 15th Street LLC	Alberta, Province of (Canada), Province of
120 East 16th Street Co. LLC	Amazon Web Services Inc.
1201 Tab Owner LLC	Amazon.Ca
135 East 57th Street LLC	American Express Travel Related Services
1440 Broadway (NY) Owner LLC	Co. Inc.
1460 Leasehold Swighm LLC	Anixter Canada Inc.
1701 Rhode Island Inc.	Annex Ale Project
17-18 Management Co. LLC	ANP Atelier & Associates Ltd.
1818 Advocacy Group	Anybill Financial Services Inc.
1900 McKinney Harwood LLC	ARI SP LP
195 Montague Owner LLC	ARI SP1 LP
200 Portland Street LLC	Armstrong Transfer & Storage Co. Inc.
2000 Sierra Point Parkway LLC	Arup Canada Inc.
221 W. 6th Street (TX) Owner LLC	Ateesh Chand Personal Real Estate Corp.
255 South King Street LP	Audio Video Galerie Mgmt Inc.
2600 CR LLC	Aus10 Development Ltd.
270B Metropolitan Square LLC	Avicor Construction Inc.
34 South 11th Street LP	Avison Young Commercial Real Estate
400 California LLC	Services LP
408 Bway Realty LLC	BBSPPro Services Inc.
4282639 Canada Inc.	BCAL 44 Montgomery Property LLC
430 Park Avenue Co. LLC	BCAL Met Park Property LLC
448 North LaSalle LLC	BCSP 330 North Wabash Co-Investment JV
460 Park Ave. S. Associates	BCSP 515 North State Street LLC
500-512 Seventh Avenue LP	BCSP 8 600 Holdings LLC
575 Lex Parent LLC	BCSP 8 Investments LP
600 B Street San Diego Owner LLC	BCSP Denver Property LLC
600 California JV Holdco LLC	Beer Worx Inc.
6001 Cass LLC	BH Centre Head Corp.
655 New York LLC	BHRS Group LLC
79 Madison LLC	BHS Food Services Solutions International
801 Barton Springs Owner LLC	Bird, Jonathan
85 Broad Street Property Owner LLC	Bizstratplan Inc.
9044-1866 Quebec Inc.	Blake Cassels & Graydon LLP
A&G Realty Partners LLC	Blantyre Holdings LLC
ABM Janitorial Services Northeast Inc.	BluCar LLC
Abner Properties Co.	BNY Tower Holdings LLC
Accenture International Ltd.	Boston Properties LP

Brass, Eric  
British Columbia, Province of (Canada),  
Ministry of Finance  
BSREP LLL Orion V REIT LLC  
Building at 575 Fifth Office Owner LLC,  
The  
BVK US VI Master REIT LLC  
BXP Mission 535 LP  
Caf Caf Inc.  
Calgary, City of (Canada)  
California State Teachers Retirement  
System  
Canadian Turner Construction Co. Ltd.  
Carr Properties Partnership LP  
CBRE Inc.  
CBRE Ltd.  
CC SPE I LLC  
CDW Canada Corp.  
Central Place Office LLC  
Cintas Canada Ltd.  
CIO Bloc 83 LLC  
City Office Reit Operating Partnership LP  
CLAdirect Peru Sa.C.  
CLDN NY LLC  
Clifford Fischer & Co. Inc.  
CloudPay Inc.  
CMN Calgary Inc.  
Colliers International (Quebec) Inc.  
Columbia Property Trust Inc.  
Common Desk Operations LLC  
Compass Group USA Inc.  
Constellation Place LLC  
Convergint Technologies Ltd.  
Cordova II Equities Inc.  
Cowper Corporate Realty Advisory CRA  
Inc.  
CP 1875 K Street LLC  
CTO Realty Growth Inc.  
Cushman & Wakefield US Inc.  
CV Latitude 34 LLC  
CZ Properites LLC  
Davis Polk & Wardwell LLP  
Dearborn Partners LP  
Deloitte Tax & Consulting Sarl  
Deloitte Tax LLP  
Deutsche Bank AG, London Branch

Domain Northside Office Property Owner  
LP  
Dominion Neon Inc.  
Donoghue, Connor  
Doordash Technologies Canada Inc.  
Douglas Emmett Properties LP  
DP Leasehold (Illinois) LLC  
Ducera Partners LLC  
DWF V OT REIT LLC  
East Van Vinyl  
El-Din, Ali Serag  
Empire Office Inc.  
Epic Lafayette LLC  
Eq3 Ltd.  
Ernst & Young U.S. LLP  
Eversys Inc.  
F1 Stevenson LLC  
Freedom Jars  
Fruit O Bureau Inc.  
Genpact (UK) Ltd.  
Gilbane Building Co.  
Gillman Consulting Inc.  
Goldman Sachs Group Inc., The  
Goldman Sachs International Bank  
Govan Brown & Associates Ltd.  
Grow Digital Services DMCC  
Grzywacz, Warren  
Guard-X Inc.  
HDR Architecture Associates Inc.  
Herald Square Owner LLC  
Hillsboro Corp. Inc.  
Himes Associates Ltd.  
HITT Contracting Inc.  
Hoochy 'Booch Kombucha Inc.  
Horizon Media Inc.  
Houlihan Lokey Inc.  
HP Inc.  
HSRE-Portman Tech Square LLC  
Hudson 1099 Stewart Reit LLC  
Hudson 1455 Market Street LLC  
Hudson Pacific Properties LP  
Hudson's Bay Co. ULC  
Immobilier Mirador Inc.  
Imperial Coffee & Services Inc.  
Imperial Parking Canada Corp.  
Innovation Pointe Holdings LLC

Instant Offices Ltd.  
International Plaza Associates LP  
IQ EQ (Luxembourg) SA  
IQHQ LP  
Irvine Co. LLC, The  
Ivanhoe Cambridge Inc. Place Ville Marie  
J.G. Capital Hill LLC  
John Hancock Life Insurance Co. (USA)  
Jones Lang Lasalle Brokerage Inc.  
JPPF Waterfront Plaza LP  
Kato International LLC  
KBS Real Estate Investment Trust III Inc.  
Kismet Realty Corp.  
KRE Summit 1, 2, Owner LLC  
Kroll Agency & Trustee Services Ltd.  
KS SP LP  
KS SP1 LP  
L. Charney 1410 Broadway LLC  
La Cie Electrique Britton Ltee Ltd.  
La375 WW SA de CV  
Lazarus Direct Inc.  
Leapley Construction Group of Atlanta LLC  
Lee & Associates Commercial Real Estate  
(BC) Ltd.  
Legacy West Investors LP  
Lemay Co. Inc.  
Lennard Commercial Realty  
LF Gramercy LLC  
LHREV Austin University Park LP  
LIC Site B-1 JV Holdings LP  
Lincoln Street Property Owner LLC  
LJ Realities Inc.  
Logixx Security Inc.  
LS2 Office LLC  
Lyreco Canada  
Madison Avenue Leasehold LLC  
Majcherkiewicz, Joanna  
Mallin, Ben  
Mani Jefferson Landing (DE) LLC  
Mantica Coffee Traders Inc.  
Manufacturers Life Insurance Co., The  
Maple Red Financial Management Canada  
Inc.  
Marcus & Millichap Real Estate Investment  
Services Canada Inc.  
Marsh Canada Ltd.

Matala, Patrick Julian  
Matt Anderson Personal Real Estate Corp.  
MC 19 East Houston LLC  
MC 71 Fifth Avenue Realty LLC  
MEPT 475 Sansome Street LLC  
Mermaids UK  
MET Tower Owner LLC  
Metlife Core Property Reit LLC  
Metropolitan Square Reit LLC  
Michael White Realities Inc.  
Mid Arctic Transportation Co. Ltd.  
Mill Creek Coffee Co. Ltd.  
Minhas, Rupin  
Mori America LLC  
Mozaic East LLC  
Myriad360 LLC  
Namor Realty Co. LLC  
New York, City of (NY), Department of  
Finance  
Newmark Canada  
Nfinity Global Inc.  
North Downs Realty Inc.  
North Hydration Ltd.  
NW SoHoCa REIT LLC  
Oakwood Corporate Services Ltd.  
OBN Consulting Inc.  
OBS REIT LLC  
Omers Realty Corp.  
One Culver Owner LP  
Orkin Canada Corp.  
Pacific Red LLC  
Park Place Associates Ltd.  
Pawlewicz, Karl  
PCI Cordova Properties Inc.  
PCI Green LP  
PEA Green Owner LLC  
Piedmont Operating Partnership LP  
PJT Partners LP  
Ponte Gadea USA Inc.  
Portland, City of (OR), Revenue Division  
Power House TSSP LLC  
Presidio Networked Solutions Group LLC  
Prit Core 501(C)(25) LLC  
Pryor Cashman LLP  
Rampart Brokerage Corp.  
Rar2-222 Broadway Owner Spe LLC

RCAP Leasing Inc.  
Redefine Properties Ltd.  
Redpath Relocations Inc.  
Resnick Water St. Development Co. LP  
RFM-KTB CSQ Propco LLC  
RFR/K 77 Sands Owner LLC  
Rice Re Holdings III  
Riverpark Tower I Owner LLC  
Roc-Fifth Avenue Associates LLC  
Rxr 620 Reit LLC  
RXR Atlas LLC  
Sajo Inc.  
Salesforce.com Inc.  
San Francisco, City & Council of (CA)  
Sarabin, Ryan  
Savills Inc.  
Securitas Canada Ltd.  
Service D'Entretien Des Plantes Alpha Inc.  
Service Du Bâtiment G.R. Inc.  
SFIII 1111 Broadway LLC  
Shape Brentwood LP  
SHI Canada ULC  
Simmons & Simmons LLP  
Smith And Andersen Consulting  
Engineering  
Softbank Group Corp.  
Softbank Vision Fund II-2 LP  
SoftServe Inc.  
SOF-XI PCT Single Tower Ultimate Mezz  
Holdings LLC  
Stantec Consulting Ltd.  
Staples Canada Inc. - Building Openings &  
Procurement  
Staples Inc.  
Staples US For Canada  
Starbright WW LP  
Station Cold Brew Coffee Co. Inc.  
Steelcase Canada Ltd.  
Stikeman Elliott LLP  
Stripe Payments Canada Ltd.  
Structure Tone Inc.  
Sun Life Assurance Co. of Canada  
Sunset North Owner LLC  
Sutter Hill Management Corp.  
Sweeny & Co. Architects Inc  
Tabor Center REIT I LLC

T-C 33 Arch Street LLC  
Teachers Insurance & Annuity Association  
of America  
Terminus Venture T100 LLC  
Three Galleria Office Buildings LLC  
TMG 1333 NH Sub-Holdings LLC  
TMG 800 K Street Reit LLC  
TMG Bay Area Investments I LLC  
TPC Inc. (Canada)  
Training Establishment Pty. Ltd., The  
Tranel 1 LLC  
Transbay Tower Holdings LLC  
Trinity Centre LLC  
Trinity Hudson Holdings LLC  
Turner Construction Co.  
Tysons II Land Co. LLC  
Uline Canada Corp.  
Unco Re Holdings LLC  
U-Need-A-Bottle Ltd.  
Union Investment Real Estate GmbH  
Unity Building Services Inc.  
UPD 729 Washington LLC  
Urban Outline Building Group Ltd.  
US Bank NA  
US Electrical Services Inc.  
USODP 625 W. Adams JV LLC  
UTS Group Inc.  
Vandergrand Properties Co. LP  
VaynerMedia LLC  
VBG 990 AOA LLC  
Verticore Communications Ltd.  
Ville De Montréal, Service Des Finances  
Vishal Marapon Photography  
W&S Properties LLC  
Walsam 36 Delaware LLC  
Walsam Twenty Nine Co.  
War Horse Golden Gate LLC  
Wasserstein Enterprises LLC  
Watermark Tempe I LLC  
WDI Services Ltd.  
Westbank Pacific Realty Corp. ITF 5th &  
Main Partnership  
Westview on 12th - Arc LLC  
Workday Inc.  
Workplace Solutions LLC (Canada)

Workplace Solutions LLC (United  
Kingdom)  
W-SF Goldfinger REIT VIII LLC  
WSP Canada Inc.  
Wyco Inc.  
Yardi Systems Inc.  
Zelos Capital Ltd.



## SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
1 America Square Q Tenant Ltd.	6001 Cass Avenue Tenant LLC	Current
1 Ariel Way Tenant Ltd.	625 West Adams Street Tenant LLC	Current
1 Beacon Street Tenant LLC	655 New York Avenue Northwest Tenant LLC	Current
1 Belvedere Drive Tenant LLC	Bingbai Hou	Former
1 George's Quay Tenant Ltd.	Open Opportunity Management LLC	Current
1 Glenwood Ave Tenant LLC	SB Energy Global, LLC	Current
1 Lincoln Street Tenant LLC	SB Group US, Inc.	Current
1 Lloyd's Avenue Tenant Ltd.	SB Investment Advisers (UK) Limited	Current
1 Locatellikade Q BV	SB Investment Advisers (US) Inc.	Current
1 Mark Square Tenant Ltd.	SBLA Advisers Corp.	Closed
1 Milk Street Tenant LLC	SoftBank Vision Fund II-2 LP	Former
1 Post Street Tenant LLC	SVF 2	Closed
1 Poultry Tenant Ltd.	SVF Holdco (UK) Ltd.	Closed
1 South Dearborn Street Tenant LLC	WW 79 Madison LLC	Current
1 St Katharine's Way Tenant Ltd.		
1 St Peter's Square Tenant Ltd.		
1 Sussex Street Pty. Ltd.		
1 Union Square West HQ LLC		
1 Waterhouse Square Tenant Ltd.		
10 East 38th Street Tenant LLC		
10 East 40th Street HQ LLC		
10 East Road Tenant Ltd.		
10 Fenchurch Avenue Tenant Ltd.		
10 Hazerem Street Tenant Ltd.		
100 Bayview Circle Tenant LLC		
100 Broadway Tenant LLC		
100 Harris Tenant Pty. Ltd.		
100 S State Street Tenant LLC		
100 Summer Street Tenant LLC		
10000 Washington Boulevard Tenant LLC		
1001 Woodward Ave Tenant LLC		
1003 East 4th Place Tenant LLC		
101 East Washington Street Tenant LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
101 Karl-Marx-Straße Tenant GmbH 101 Marietta Street Northwest Tenant LLC 101 North 1St Avenue Tenant LLC 10-12 Russell Square Q Ltd. 10250 Constellation Tenant LLC 1031 South Broadway Tenant LLC 10585 Santa Monica Boulevard Tenant LLC 10845 Griffith Peak Drive Tenant LLC 10885 Ne 4th Street Tenant LLC 109 S 5Th Street Tenant LLC 1090 West Pender Street Tenant LP 10900 Stonelake Boulevard Tenant LLC 1099 Stewart Street Tenant LLC 11 Neue Bahnhofstraße Q GmbH 11 Park Pl Tenant LLC 11 Spittelmarkt Tenant GmbH 110 110th Avenue Northeast Tenant LLC 110 Corcoran Street Tenant LLC 110 Wall Manager LLC 1100 15th Street Nw Tenant LLC 1100 Ludlow Street Tenant LLC 1100 Main Street Tenant LLC 1111 Broadway Tenant LLC 1111 West 6th Street Tenant LLC 1114 W Fulton Market Q LLC 1115 Broadway Q LLC 1115 Howell Mill Road Tenant LLC 1115 W Fulton Market Q LLC 114 East 4Th Avenue Tenant LP 115 Broadway Tenant LLC 115 East 23Rd Street Tenant LLC 1150 South Olive Street Tenant LLC 1155 Perimeter Center West Tenant LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
1155 West Fulton Street Tenant LLC 1156 6th Avenue Tenant LLC 117 NE 1St Ave Tenant LLC 1175 Peachtree Tenant LLC 11801 Domain Blvd Tenant LLC 119 Marylebone Road Tenant Ltd. 12 East 49th Street Tenant LLC 12 Hammersmith Grove Tenant Ltd. 12 Moorgate Tenant Ltd. 12 South 1st Street Tenant LLC 120 Moorgate Tenant Ltd. 120 Old Broad St Q Ltd. 120 Spencer Street Pty. Ltd. 120 West Trinity Place Tenant LLC 1200 17th Street Tenant LLC 1200 Franklin Avenue Tenant LLC 1201 3rd Avenue Tenant LLC 1201 Wills Street Tenant LLC 1201 Wilson Blvd Tenant LLC 12130 Millennium Drive Tenant LLC 123 Buckingham Palace Road Tenant Ltd. 123 Eagle Street Tenant Pty. Ltd. 123 Schönhauser Allee Tenant GmbH 1240 Rosecrans Tenant LLC 125 Kingsway Tenant Ltd. 125 S Clark Street Tenant LLC 125 Shaftesbury Tenant Ltd. 125 West 25th Street Tenant LLC 12655 Jefferson Blvd Tenant LLC 128 South Tryon Street Tenant LLC 130 5th Avenue Tenant LLC 130 Madison Avenue Tenant LLC 130 W 42nd Street Tenant LLC 130 Wood Street Tenant Ltd. 130 Wood Street Trustees Ltd. 1305 2nd Street Q LLC 131 Finsbury Pavement Tenant Ltd.		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
133 Houndsditch Tenant Ltd. 1330 Lagoon Avenue Tenant LLC 1333 New Hampshire Avenue Northwest Tenant LLC 135 E 57th Street Tenant LLC 135 Madison Ave Tenant LLC 1372 Peachtree Street NE Tenant LLC 1389 Peachtree Street Northwest Tenant LLC 1400 Lavaca Street Tenant LLC 1410 Broadway Tenant LLC 1411 4th Avenue Tenant LLC 14-16 Great Chapel Tenant Ltd. 142 Old Street Q Tenant Ltd. 142 W 57th Street Tenant LLC 142 Wardour Street Tenant Ltd. 1430 Walnut Street Tenant LLC 144 Menachem Begin Tenant Ltd. 1440 Broadway Tenant LLC 1448 NW Market Street Tenant LLC 1449 Woodward Avenue Tenant LLC 145 W 45th Street Tenant LLC 1450 Broadway Tenant LLC 1453 3rd Street Promenade Q LLC 1455 Market Street Tenant LLC 146 Derech Menachem Begin Tenant Ltd. 1460 Broadway Tenant LLC 148 Lafayette Street Tenant LLC 149 5th Avenue Tenant LLC 149 Madison Avenue Tenant LLC 15 Bishopsgate Tenant Ltd. 15 Herzogstraße Tenant GmbH 15 West 27th Street Tenant LLC 150 4th Ave N Tenant LLC 150 9 Avenue Southwest Tenant LP 152 3rd Street Tenant LLC 152 Saint Georges Terrace Pty. Ltd.		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
1525 11th Ave Tenant LLC 1535 Broadway Tenant LLC 154 W 14th Street Tenant LLC 1547 9th Street HQ LLC 155 Townsend St Q Tenant Ltd. 1557 West Innovation Way Tenant LLC 1560 Broadway Tenant LLC 16 East 34th Street Tenant LLC 16 Efal Tenant Ltd. 16 Helkikey Ha'Or Tenant Ltd. 160 Shelbourne Road Q Ltd. 160 Varick Street Tenant LLC 160 W Santa Clara St Tenant LLC 1600 7th Avenue Tenant LLC 1601 Elm Street Tenant LLC 1601 Market Street Tenant LLC 1601 Vine Street Tenant LLC 161 Avenue of the Americas Tenant LLC 161 Castlereagh Street Pty. Ltd. 1615 Platte Street Tenant LLC 1619 Broadway Tenant LLC 165 Fleet Street Tenant Ltd. 166 Geary Street Hq LLC 1660 Lincoln Street Tenant LLC 167 N Green Street Tenant LLC 17 St Helen'S Place Tenant Ltd. 1700 Lincoln Street Tenant LLC 1701 Rhode Island Avenue Northwest Tenant LLC 1725 Hughes Landing Boulevard Tenant LLC 1730 Minor Avenue Tenant LLC 17300 Laguna Canyon Road Tenant LLC 177 E Colorado Blvd Tenant LLC 1775 Tysons Boulevard Tenant LLC 18 West 18th Street Tenant LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
180 Geary Street Hq LLC 180 Sansome Street Tenant LLC 1814 Franklin St Q LLC 18191 Von Karman Avenue Tenant LLC 1825 South Grant Street Tenant LLC 1828 Walnut St Tenant LLC 183 Madison Avenue Q LLC 184 Shepherds Bush Road Tenant Ltd. 1840 Gateway Dr Tenant LLC 185 Madison Avenue Tenant LLC 18691 Jamboree Road Tenant LLC 1875 K Street NW Tenant LLC 1881 Broadway Hq LLC 19 Schillerstraße Tenant GmbH 1900 Market Street Tenant LLC 1900 Powell Street Tenant LLC 1910 North Ola Avenue Tenant LLC 192 Ann Street Tenant Pty. Ltd. 1920 McKinney Ave Tenant LLC 195 Montague Street Tenant LLC 199 Water Street Tenant LLC 2 Belvedere Drive Tenant LLC 2 Eastbourne Tenant Ltd. 2 Embarcadero Center Tenant LLC 2 Minster Court Tenant Ltd. 2 North Lasalle Street Tenant LLC 2 Southbank Tenant Ltd. 20 Heinrich-Heine-Allee Tenant GmbH 20 Rotherstrasse Tenant GmbH 20 W Kinzie Tenant LLC 200 Berkeley Street Tenant LLC 200 Massachusetts Ave NW Tenant LLC 200 Portland Tenant LLC 200 South Biscayne Blvd Tenant LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
200 South Orange Avenue Tenant LLC 200 Spectrum Center Drive LLC 200 Spectrum Center Drive Tenant LLC 201 Spear St Tenant LLC 2031 3Rd Ave Tenant LLC 205 Hudson Street Tenant LLC 205 North Detroit Street Tenant LLC 207 Old Street Tenant Ltd. 21 Penn Plaza Tenant LLC 21 Soho Square Tenant Ltd. 210 N Green Partners LLC 210 N Green Promoter LLC 2120 Berkeley Way Tenant LLC 21255 Burbank Boulevard Tenant LLC 214 West 29th Street Tenant LLC 22 Cortlandt Street HQ LLC 22 Long Acre Tenant Ltd. 2201 Broadway Tenant LLC 221 6th Street Tenant LLC 2211 Michelson Drive Tenant LLC 222 Exhibition St Pty Ltd. 222 Kearny Street Tenant LLC 222 North Sepulveda Tenant LLC 222 S Riverside Plaza Tenant LLC 2221 Park Place Tenant LLC 2222 Ponce De Leon Blvd Tenant LLC 225 South 6th St Tenant LLC 225 W 39th Street Tenant LLC 229 West 36th Street Tenant LLC 23 Schocken Street Tenant Ltd. 231 11th Ave Tenant LLC 2323 Delgany Street Tenant LLC 24 Farnsworth Street Q LLC 2-4 Herald Square Tenant LLC 2401 Elliott Avenue Tenant LLC 242 Prenzlauer Allee Tenant GmbH		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
2420 17th Street LLC 2420 17th Street Tenant LLC 2425 East Camelback Road Tenant LLC 245 Livingston St Q LLC 25 K Street Pty. Ltd. 25 Turnstraße Tenant GmbH 25 West 45th Street Hq LLC 250 E 200 S Tenant LLC 250 Park Avenue Tenant LLC 255 Giralda Avenue Tenant LLC 255 Greenwich Street Tenant LLC 255 S King St Tenant LLC 26 Hatton Garden Tenant Ltd. 260 Queen Street Pty. Ltd. 2600 Executive Parkway Tenant LLC 2700 Post Oak Blvd. Tenant LLC 27-01 Queens Plaza North Tenant LLC 2755 Canyon Blvd WW Tenant LLC 28 2nd Street Tenant LLC 28 West 44th Street Hq LLC 28-42 Banner Street Q Ltd. 29 West 30th Street Tenant LLC 3 Aluf Kalman Magen Tenant Ltd. 3 Cuvrystraße Tenant GmbH 3 Waterhouse Square Tenant Ltd. 30 Churchill Place Tenant Ltd. 30 Hudson Street Tenant LLC 30 Ibn Gabirol Tenant Ltd. 30 Wall Street Tenant LLC 300 Morris Street Tenant LLC 300 Park Avenue Tenant LLC 3000 Olym Boulevard Tenant LLC 3000 S Robertson Blvd Q LLC 3000 S Robertson Property Owner LLC 3000 S. Robertson Property Owner LLC		



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
3001 Bishop Drive Tenant LLC 3003 Woodbridge Ave Tenant LLC 3090 Olive Street Tenant LLC 31 Handelsstraat Tenant 31 St James Ave Tenant LLC 3101 Park Boulevard Tenant LLC 311 W 43rd Street Tenant LLC 3120 139th Avenue Southeast Tenant LLC 315 East Houston Tenant LLC 315 W 36th Street Tenant LLC 316 West 12th Street Tenant LLC 32 King George Tenant Ltd. 320 Pitt Street Pty. Ltd. 3200 Park Center Drive Tenant LLC 3219 Knox Street Tenant LLC 3280 Peachtree Road NE Tenant LLC 33 Arch Street Tenant LLC 33 Bloor Street East Tenant LP 33 East 33rd Street Tenant LLC 33 Irving Tenant LLC 33 Q Street Tenant Ltd. 33 Rue La Fayette Tenant SAS 330 North Wabash Tenant LLC 3300 N. Interstate 35 Tenant LLC 332 S Michigan Tenant LLC 333 George Street Pty. Ltd. 333 West San Carlos Tenant LLC 3365 Piedmont Road Tenant LLC 340 Bryant Street Hq LLC 345 4th Street Tenant LLC 345 Bourke Street Tenant Pty. Ltd. 345 West 100 South Tenant LLC 35 East 21st Street Hq LLC 35 Kalvebod Brygge Tenant ApS 353 Sacramento Street Tenant LLC 35-37 36th Street Tenant LLC 360 NW 27th Street Tenant LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
3600 Brighton Boulevard Tenant LLC 37 Shaul Hamelech Boulevard Tenant Ltd. 38 Chancery Lane Tenant Ltd. 38 West 21St Street Tenant LLC 383 George Street Tenant Pty. Ltd. 385 5th Avenue Q LLC 3900 W Alameda Ave Tenant LLC 391 San Antonio Road Tenant LLC 4 Maale Hashichrur Tenant Ltd. 4 Sint-Lazaruslaan Tenant 40 Rue Du Colisée Tenant SAS 40 Tuval Tenant Ltd. 40 Water Street Tenant LLC 400 California Street Tenant LLC 400 Capitol Mall Tenant LLC 400 Concar Drive Tenant LLC 400 Lincoln Square Tenant LLC 400 Spectrum Center Drive Tenant LLC 4005 Miranda Ave Tenant LLC 401 Collins Street Tenant Pty. Ltd. 401 San Antonio Road Tenant LLC 404 Fifth Avenue Tenant LLC 4041 Macarthur Boulevard Tenant LLC 405 Mateo Street Tenant LLC 408 Broadway Tenant LLC 41 Blackfriars Road Tenant Ltd. 410 North Scottsdale Road Tenant LLC 414 West 14th Street Hq LLC 415 Mission Street Tenant LLC 419 Park Avenue South Tenant LLC 42 Charlemont Street Tenant Ltd. 420 5th Avenue Q LLC 420 Commerce Street Tenant LLC 424 Fifth Avenue Holdings LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
424 Fifth Avenue Junior Holdings LLC 424 Fifth Avenue LLC 424 Fifth Avenue Senior Holdings LLC 424-438 Fifth Avenue Tenant LLC 428 Broadway Tenant LLC 429 Lenox Ave Tenant LLC 430 Park Avenue Co. LLC 430 Park Avenue Tenant LLC 4311 11th Avenue Northeast Tenant LLC 433 Hamilton Avenue Tenant LLC 437 5th Avenue Q LLC 437 Madison Avenue Tenant LLC 44 East 30th Street Hq LLC 44 Montgomery Street Tenant LLC 44 Wall Street HQ LLC 448 North Lasalle Street Tenant LLC 45 Haatzmaut Tenant Ltd. 45 West 18th Street Tenant LLC 450 Lexington Tenant LLC 460 Park Ave South Tenant LLC 460 West 50 North Tenant LLC 4635 Loughheed Highway Tenant LP 475 Sansome St Tenant LLC 483 Broadway Tenant LLC 49 West 27th Street Hq LLC 490 Broadway Tenant LLC 5 Harcourt Road Tenant Ltd. 5 Martin Place Tenant Pty Ltd. 5 Merchant Square Tenant Ltd. 50 Miller Street Pty Ltd. 50 W 28th Street Tenant LLC 500 11th Ave North Tenant LLC 500 7th Avenue Tenant LLC 500 Bloor Street West Tenant LP 501 Boylston Street Tenant LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
501 East Kennedy Boulevard Tenant LLC 501 East Las Olas Blvd Tenant LLC 501 Eastlake Tenant LLC 5049 Edwards Ranch Tenant LLC 505 Main Street Tenant LLC 505 Park Avenue Q LLC 50-60 Francisco Street Tenant LLC 50-60 Station Road Tenant Ltd. 51 Eastcheap Tenant Ltd. 511 W 25th Street Tenant LLC 515 Folsom Street Tenant LLC 515 N State Street Tenant LLC 5161 Lankershim Boulevard Tenant LLC 52 Bedford Row Tenant Ltd. 5215 North O'Connor Boulevard Tenant LLC 524 Broadway Tenant LLC 525 Broadway Tenant LLC 53 Beach Street Tenant LLC 53 Belliardstraat Tenant 540 Broadway Q LLC 545 Boylston Street Q LLC 546 5th Avenue Tenant LLC 55 Colmore Row Tenant Ltd. 550 7th Avenue Hq LLC 550 Kearny Street Hq LLC 56 Schildergasse Tenant GmbH 57 E 11th Street Tenant LLC 575 5th Avenue Tenant LLC 575 Lex Parent LLC 575 Lexington Avenue Tenant LLC 5750 Wilshire Boulevard Tenant LLC 5960 Berkshire Lane Tenant LLC 599 Broadway Tenant LLC 6 East 32nd Street Ww Q LLC 6 Totzeret Haaretz Tenant Ltd.		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
600 B Street Tenant LLC 600 California Street Tenant LLC 600 H Apollo Tenant LLC 6001 Cass Avenue Tenant LLC 6001 Cass LLC 601 South Figueroa Street Tenant LLC 606 Broadway Tenant LLC 609 5th Avenue Tenant LLC 609 Greenwich Street Tenant LLC 609 Main Street Tenant LLC 611 North Brand Boulevard Tenant LLC 615 S. Tenant LLC 625 Massachusetts Tenant LLC 625 West Adams Street Tenant LLC 63 Madison Avenue Tenant LLC 64 York Street Pty Ltd. 65 East State Street Tenant LLC 650 California Street Tenant LLC 6543 South Las Vegas Boulevard Tenant LLC 655 15th Street Nw Tenant LLC 655 Montgomery St Tenant LLC 655 New York Avenue Northwest Tenant LLC 66 King Street Tenant Pty Ltd. 660 J Street Tenant LLC 660 North Capitol St NW Tenant LLC 6655 Town Square Tenant LLC 67 Irving Place Tenant LLC 6900 North Dallas Parkway Tenant LLC 695 Town Center Drive Tenant LLC 7 Menachem Begin Tenant Ltd. 7 West 18th Street Tenant LLC 70 Wilson Street Tenant Ltd. 700 2 Street Southwest Tenant LP		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
700 K Street NW Tenant LLC 700 North Miami Tenant LLC 700 SW 5Th Tenant LLC 708 Main St Tenant LLC 71 5th Avenue Tenant LLC 71 Stevenson Street Q LLC 711 Atlantic Ave Tenant LLC 71-91 Aldwych House Tenant Ltd. 72 Knesebeckstraße Tenant GmbH 725 Ponce De Leon Ave Ne Tenant LLC 7272 Wisconsin Avenue Tenant LLC 729 Washington Ave Tenant LLC 7300 Dallas Parkway Tenant LLC 731 Sansome Street Tenant LLC 75 Arlington Street Tenant LLC 75 E Santa Clara Street Tenant LLC 75 Rock Plz Tenant LLC 750 Lexington Avenue Tenant LLC 750 White Plains Road Tenant LLC 755 Sansome Street Tenant LLC 756 W Peachtree Tenant LLC 76-78 Clerkenwell Road Tenant Ltd. 77 Farringdon Road Tenant Ltd. 77 Leadenhall Street Tenant Ltd. 77 Sands Owner LLC 77 Sands Tenant LLC 77 Sands WW Corporate Tenant LLC 77 Sleeper Street Tenant LLC 7761 Greenhouse Rd Tenant LLC 777 6th Street NW Tenant LLC 78 SW 7th Street Tenant LLC 8 W 40th Street Tenant LLC 80 George Street Tenant Ltd. 80 M Street SE Tenant LLC 800 Bellevue Way Tenant LLC 800 Market Street Tenant LLC 800 North High Street Tenant LLC 801 B. Springs Road Tenant LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
808 Wilshire Boulevard Tenant LLC 8-14 Meard Street Tenant Ltd. 820 18th Ave South Tenant LLC 821 17th Street Tenant LLC 83 Maiden Lane Q LLC 830 Brickell Plaza Tenant LLC 830 NE Holladay Street Tenant LLC 8305 Sunset Boulevard Hq LLC 8687 Melrose Avenue Tenant LLC 8687 Melrose Green Tenant LLC 88 U Place Tenant LLC 880 3rd Ave Tenant LLC 881 Peachtree Street Northeast Tenant LLC 8910 University Center Lane Tenant LLC 89-115 Mare Street Tenant Ltd. 90 South 400 West Tenant LLC 90 York Way Tenant Ltd. 901 North Glebe Road Tenant LLC 901 Woodland St Tenant LLC 902 Broadway Tenant LLC 91 Baker Street Tenant Ltd. 920 5th Ave Tenant LLC 920 SW 6th Avenue Tenant LLC 9200 Timpanogos Highway Tenant LLC 925 4th Avenue Tenant LLC 925 N La Brea Ave Tenant LLC 9670416 Canada Inc. 97 Hackney Road Tenant Ltd. 9777 Wilshire Boulevard Q LLC 980 6th Avenue Tenant LLC 9830 Wilshire Boulevard Tenant LLC 99 Chauncy Street Q LLC 99 High Street Tenant LLC 99 Q Victoria Street Tenant Ltd. Alexanderplatz 1 Tenant GmbH		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
<p>Ark Investment Group Holdings LLC  Arnulfstraße 60 Tenant GmbH  Axel-Springer-Platz 3 Tenant GmbH  Ballindamm 40 Tenant GmbH  Bird Investco LLC  CD Locations LLC  Central Plaza Tenant Ltd.  Chausseestraße 29 Tenant GmbH  Cities By We LLC  Clubhouse TS LLC  Common Coffee LLC  Common Desk Daymaker LLC  Common Desk De LLC  Common Desk Holdings LLC  Common Desk Oc LLC  Common Desk Operations LLC  Common Desk Operations LLC  Common Desk West 7th LLC  Corsham Tenant Ltd.  Creator Fund Managing Member LLC  Dalton Place Tenant Ltd.  Dublin Landings Tenant Ltd.  Eichhornstraße 3 Tenant GmbH  Emprendimientos Y Proyectos Del Peru SAC  Euclid LLC  Euclid WW Holdings Inc.  Fieldlens LLC  Five Hundred Fifth Avenue Hq LLC  Friedrichstraße 76 Tenant GmbH  Friesenplatz Tenant GmbH  Gänsemarkt 43 Tenant GmbH  Gerhofstraße 1-3 Tenant GmbH  Gravity Coworking Pty Ltd.  Hagfish Mumbai Private Ltd.  Hammerjaw Bengaluru Private Ltd.  Herengracht 206 Tenant BV  Hewitt Shoreditch Tenant Ltd., The</p>		



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
<p>Houndshark Delhi Private Ltd.  Hub Tenant LLC, The  Icefish Apac Holdco BV  Icefish Investment Holdco BV  Insurance Services By Wework LLC  Iveagh Court Tenant Ltd.  Junghofstrasse 13 Tenant GmbH  Junghofstraße 22 Tenant GmbH  Karl-Liebknecht Street Tenant GmbH  Keizersgracht 271 Tenant BV  Keizersgracht 572 Tenant BV  Kemperplatz 1 Tenant GmbH  Kurfürstendamm 11 Tenant GmbH  Latam Co. BV  Legacy Tenant LLC  Lt Build Ltd.  Mailroom Bar at 110 Wall LLC  Midtown Music Club Ltd.  Missionu PBC  Naked Hub Vietnam Holdings Ltd.  Neue Schönhauser Straße 3-5 Tenant GmbH  Neuturmstraße 5 Tenant GmbH  NHNP Vn Ltd.  No. 1 Spinningfields Tenant Ltd.  One Gotham Center Tenant LLC  One Metropolitan Square Tenant LLC  One Metropolitan Square Tenant LLC  Oskar-Von-Miller-Ring 20 Tenant GmbH  Oskar-Von-Miller-Ring 33 Q GmbH  Parkmerced Partner LLC  Play By Wework LLC  Powered By We Germany GmbH  Powered By We LLC  Powered By We UK Ltd.  Project Caesar LLC</p>		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
<p>Project Standby I LLC  Prolific Interactive LLC  Provost And East Tenant Ltd.  PT Poweredbywe Services Indonesia  PT Wework Services International  Pxwe Facility &amp; Asset Management Services LLC  Pxwe India Private Ltd.  Rosenthaler Straße 43-45 Tenant GmbH  Rudolfplatz 7 Tenant GmbH  Rue Des Archives 64/66 Tenant SAS  Sarphatistraat 8 Tenant BV  SB WW Holdings (Cayman) Ltd.  Shoreditch The Bard Tenant Ltd.  Skelbækgade 2-4 Tenant APS  Softbank  Softbank Group Corp.  Softbank Vision Fund II-2 LP  South Tryon Street Tenant LLC  Spacemob Pte. Ltd.  Spacious Technologies LLC  Stadhouderskade 5-6 Q BV  Stamford Street Tenant Ltd.  Standby I Tenant GmbH  Starbright WW LP  Stralauer Allee 6 Tenant GmbH  Strawinskylaan 4117 Tenant BV  Stresemannstraße 123 Tenant GmbH  SVF Endurance (Cayman) Ltd.  SVF II WW Holdings (Cayman) Ltd.  Taunusanlage 8 Tenant GmbH  Unomy Ltd.  Waltz Merger Sub LLC  Warschauer Platz Tenant GmbH  We Co. Management LLC, The  We Co. MC LLC, The  We Co. Pi LP, The  We Co. Rou SRL, The</p>		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
<p>We Company Management Holdings LP, The</p> <p>We Company MC LLC, The</p> <p>We Company Worldwide Ltd., The</p> <p>We Rise Shell LLC</p> <p>We Work 154 Grand LLC</p> <p>We Work 349 5th Ave LLC</p> <p>We Work Management LLC</p> <p>We Work Retail LLC</p> <p>Weinsure Holdco LLC</p> <p>Welkio LLC</p> <p>WeTech LLC</p> <p>WeWork (Czech Republic) SRO</p> <p>WeWork (Thailand) Ltd.</p> <p>Wework 156 2nd LLC</p> <p>Wework 175 Varick LLC</p> <p>Wework 25 Taylor LLC</p> <p>Wework 261 Madison LLC</p> <p>Wework 54 West 40th LLC</p> <p>WeWork APAC Partner Holdings BV</p> <p>WeWork Asia Holding Co. BV</p> <p>Wework Asset Management LLC</p> <p>WeWork Australia Pty. Ltd.</p> <p>WeWork Belgium</p> <p>Wework Bryant Park LLC</p> <p>WeWork Busan 1-Ho Yuhan Hoesa</p> <p>WeWork Canada GP BV</p> <p>WeWork Canada GP ULC</p> <p>WeWork Canada LP BV</p> <p>WeWork Canada LP ULC</p> <p>Wework Capital Advisors LLC</p> <p>WeWork Capital Advisors LLC</p> <p>Wework Commons LLC</p> <p>WeWork Community Workspace Ireland Ltd.</p> <p>WeWork Community Workspace SL</p> <p>WeWork Community Workspace UK Ltd.</p>		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Wework Companies (International) BV WeWork Companies Partner (International) BV Wework Construction LLC Wework Cos. LLC Wework Cos. Partner LLC Wework Cos. US LLC WeWork Denmark ApS WeWork France SAS WeWork Germany GmbH WeWork Greater China Holding Co. BV WeWork Gulf I FZ-LLC WeWork Holding (Thailand) Co. Ltd. Wework Holdings LLC Wework Inc. WeWork India Management Pvt. Ltd. Wework Interco LLC WeWork International Ltd. WeWork Israel Ltd. WeWork Italy SRL WeWork Japan GK WeWork Korea Yuhan Hoesa Wework La LLC Wework Labs Entity LLC Wework Little West 12th LLC Wework Magazine LLC WeWork Malaysia Sdn. Bhd. WeWork Middle East DWTC FZE WeWork Middle East Gazelle Ltd. WeWork Middle East Holdings BV WeWork Netherlands BV WeWork New Zealand WeWork New Zealand Holdco BV WeWork Norway AA WeWork Paris I Tenant SAS WeWork Paris II Tenant SAS WeWork Paris III Tenant SAS		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
WeWork Paris IV Tenant SAS WeWork Peru Management SRL WeWork Peru SRL WeWork Poland Sp. Zoo. Wework Real Estate LLC WeWork Rus LLC WeWork Saudi Arabia Ltd. WeWork Seoul 1-Ho Yuhan Hoesa WeWork Seoul 2-Ho Yuhan Hoesa WeWork Seoul 3-Ho Yuhan Hoesa WeWork Seoul 4-Ho Yuhan Hoesa WeWork Seoul 5-Ho Yuhan Hoesa Wework Services LLC WeWork Singapore Pte. Ltd. Wework Space Services Inc. Wework Space Services LLC WeWork Technology Israel Ltd. WeWork Uruguay SRL WeWork Vietnam Ltd. Wework Wellness LLC Wework Workplace LLC Wildgoose I LLC Wilmsdorferstrasse 59 Tenant GmbH WW 1010 Hancock LLC WW 107 Spring Street LLC WW 11 John LLC WW 110 Wall LLC WW 111 West Illinois LLC WW 115 W 18th Street LLC WW 1161 Mission LLC WW 120 E 23rd Street LLC WW 1328 Florida Avenue LLC WW 1550 Wewatta Street LLC WW 1601 Fifth Avenue LLC WW 1875 Connecticut LLC WW 2015 Shattuck LLC WW 205 E 42nd Street LLC WW 210 N Green LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
WW 220 NW Eighth Avenue LLC WW 222 Broadway LLC WW 2221 South Clark LLC WW 240 Bedford LLC WW 25 Broadway LLC WW 26 JS Member LLC WW 312 Arizona LLC WW 350 Lincoln LLC WW 379 W Broadway LLC WW 401 Park Avenue South LLC WW 5 W 125th Street LLC WW 500 Yale LLC WW 51 Melcher LLC WW 520 Broadway LLC WW 535 Mission LLC WW 555 West 5th Street LLC WW 5782 Jefferson LLC WW 600 Congress LLC WW 641 S Street LLC WW 718 7th Street LLC WW 745 Atlantic LLC WW 79 Madison LLC WW 81 Prospect LLC WW 811 West 7th Street LLC WW 85 Broad LLC WW 995 Market LLC WW Bishopsgate Ltd. WW Brooklyn Navy Yard LLC WW Buildco LLC WW Community Workspaces Philippines Inc. WW Co-Obligor Inc. WW Devonshire Ltd. WW Enlightened Hospitality Investor LLC WW Hanover House Operations Ltd. WW Holdco LLC WW Journal Square Holdings LLC WW Journal Square Member LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
WW Medius Ltd. WW Metropool BV WW Moor Place Ltd. WW Onsite Services Aag LLC WW Onsite Services Exp LLC WW Onsite Services LLC WW Onsite Services Sfi LLC WW Onsite Services Sum LLC WW Project Swift Development LLC WW Project Swift Member LLC WW Sea Containers Ltd. WW Sweden AB WW Vendorco LLC WW Weteringschans BV WW Worldwide CV WWCO Architecture Holdings LLC		
11 Park Place Associates 11 Park Place LLC Colliers International (Quebec) Inc.	Harrison Street Advisors, LLC	Current
135 East 57th Street LLC	Anywhere Real Estate Group LLC Anywhere Real Estate Operations LLC Anywhere Real Estate Services Group LLC Anywhere Real Estate, Inc.	Current Current Current Current
ABM Janitorial Services Northeast Inc.	ABM Industries Incorporated	Current
Accenture International Ltd.	Accenture LLP Accenture plc	Current Current
AFCO Credit Corp.	Truist Financial Corporation	Current
AIG Property Casualty Co. AIG Specialty Insurance Co. AIU Insurance Co.  Illinois National Insurance Co. National Union Fire Insurance Co.	AIG DECO Fund I LP AIG DECO Fund II LP National Union Fire Insurance Company of Pittsburgh, PA	Current Current Current   
Alida Grundstucksgesellschaft Mbh & Co. KG	Allianz Capital Partners GmbH	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Allianz Global US Risk Insurance Co.	Pacific Investment Management Company, LLC	Current
Allianz Lebensversicherungs AG	PIMCO	Current
Allianz Private Krankenversicherungs AG		
Allianz SpA		
Botanic Building NV		
Columbia Property Trust Inc.		
Alvarez & Marsal North America LLC	A&M Capital Advisors Europe, LLP	Closed
	A&M Capital Advisors GP, LLC	Closed
	A&M Capital Advisors LLC	Closed
	A&M Capital Advisors LP	Closed
	A&M Capital Europe, SCSp	Closed
	A&M Capital Europe-GP Associates, LP	Closed
	A&M Capital Opportunities Fund, LP	Current
	A&M Capital Opportunities-GP Associates, LP	Closed
	A&M Capital Partners, LLC	Current
	A&M Capital-GP Associates, LP	Closed
	A&M Capital-GP Holdings, LP	Closed
	A&M Opportunities Fund	Former
	Alvarez & Marsal AMCO Partners Fund, LP	Closed
	Alvarez & Marsal Capital LLC	Closed
	Alvarez & Marsal Capital, LP	Closed
	Alvarez & Marsal Europe LLP	Closed
	Alvarez & Marsal Holdings LLC	Current
	Alvarez & Marsal Inc.	Current
	Alvarez & Marsal Partners Buyout Fund, LP	Closed
	Alvarez & Marsal Partners Europe Buyout Fund, LP	Closed
	Alvarez & Marsal Partners Europe Fund, LP	Closed
	Alvarez & Marsal Partners Fund, LP	Closed
	Alvarez & Marsal Partners Opportunities Fund, LP	Closed



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Barbara Gould Ben Cairns Edward Simon Middleton Richard Fleming Wing Sze Tiffany Wong	Closed Current Former Current Former
Amazon Web Services Inc. Amazon.Ca Amazon.com Services Inc.	Zoox Labs, Inc.	Current
Aspen American Insurance Co.	AEPF III 34 S.à r.l. Apollo Capital Management, L.P. Apollo Global Management, Inc. Apollo Global Real Estate Management LP Apollo Infrastructure Opportunities Fund II LP Apollo Management International LLP Apollo Principal Holdings IX LP Apterra Infrastructure Capital Marc Rowan	Closed Current Current Current Closed Current Closed Closed Closed
AT&T Inc. AT&T Mobility LLC	AT&T Billing Southeast, LLC AT&T Billing Southwest, LLC AT&T Communications of Indiana, Inc. AT&T Communications of Indiana, LLC AT&T Communications of New York Inc. AT&T Communications of Texas, LLC AT&T Communications of Virginia, LLC AT&T Comunicaciones Digitales, S. de R.L. de C.V. AT&T Corp. AT&T Datacomm Holdings, LLC AT&T DataComm, L.P. AT&T Global Communications Services Inc.	Current Current Current Current Current Current Current Current Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	AT&T Inc.	Current
	AT&T Investment Fund IV, LLC	Current
	AT&T Investment Fund V, LLC	Current
	AT&T Investment Fund VI, LLC	Current
	AT&T Investment Operations I, LLC	Current
	AT&T Investment Operations II, LLC	Current
	AT&T Management Services, LLC	Current
	AT&T Mobility II LLC	Current
	AT&T Mobility LLC	Current
	AT&T MVPD Group Holdings, LLC	Current
	AT&T Network Supply, LLC	Current
	AT&T of Puerto Rico, Inc.	Current
	AT&T of the Virgin Islands, Inc.	Current
	AT&T Services, Inc.	Current
	AT&T Southeast Supply, LLC	Current
	AT&T Southwest Supply, LLC	Current
	AT&T Supply I, LLC	Current
	AT&T Technical Services Company, Inc.	Current
	AT&T Teleholdings, Inc.	Current
	AT&T West Supply, LLC	Current
	DIRECTV Enterprises, LLC	Closed
	DIRECTV Group Holdings, LLC	Closed
	DIRECTV Group Inc., The	Closed
	DIRECTV Holdings LLC	Closed
	DIRECTV Merchandising, Inc.	Closed
	DIRECTV Operations LLC	Closed
	DIRECTV Sports Networks LLC	Closed
	DIRECTV, LLC	Former
Avison Young Commercial Real Estate Services LP	Avison Young	Closed
Aviva Life & Pensions UK Ltd.	Athene USA Corp.	Current
	Aviva Life and Annuity Company	Current
Bank of America Merrill Lynch Real Estate Structured Finance Servicing Nc1-026-06-01	Banc of America Securities LLC	Closed
Bank of America NA	Bank of America Securities Ltd.	Closed
Bank of America NA, Tokyo Branch	Benjamin Klein	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	BofA Securities Inc. Merrill Lynch (Asia Pacific) Limited	Current Closed
Bank of New York Mellon, The	Alcentra Limited The Bank of New York Mellon Corporation	Closed Current
Berkley Insurance Co.	W.R. Berkley Corporation	Closed
BlackRock Inc.	BlackRock Financial Management, Inc. – Decarbonization Partners Group BlackRock Inc. BlackRock Investment Management (UK) Limited BlackRock, Inc. Decarbonization Partners I Master SCSp Mark B. Florian Pam Chan	Current  Current Closed  Current Current  Current Current
Blue Bottle Coffee Inc.	Blue Bottle Coffee, Inc.	Closed
Brigade Capital Management LP	Brigade Capital Management, LP	Current
BVK US VI Master REIT LLC	Michael F. Profenius and Lisa M. Profenius	Former
NW 524 Soho LLC	Northwood Investors	Closed
Bytedance Inc.	ByteDance (HK) Limited	Closed
Canadian Imperial Bank of Commerce Canadian Imperial Bank of Commerce Real Estate Finance Division	Christopher Michael Owens	Current
Canopus Insurance Services	Centerbridge Partners Europe LLP Centerbridge Partners, L.P.	Closed Current
Capital Group	Capital International Inc. Steven T. Watson The Capital Group Companies, Inc.	Current Current Closed
CBRE Inc. CBRE Ltd.	CBRE Caledon Capital Management CBRE SpA CBRE SpA Italy CBRE, Inc.	Closed Current Current Current
CDW Canada Corp.	CDW Corporation	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	CDW LLC	Current
Centurylink Ltd. Level 3 Communications LLC	Lumen Technologies, Inc.	Former
Charter Communications Inc.	Charter Communications Holding Co. LLC Charter Communications LLC Charter Communications Operating, LLC Charter Communications, Inc.	Closed Current Closed Current
Chicago, City of (IL), Department Of Finance, Tax Division	City of Chicago	Former
Chubb Corp., The Federal Insurance Co. Illinois Union Insurance Co. Westchester Fire Insurance Co.	Chubb Bermuda Insurance Ltd.	Current
Citadel Enterprise Americas LLC	Citadel Americas LLC Citadel Enterprise Americas LLC Citadel LLC Citadel Securities LLC Kenneth Griffin	Current Closed Current Closed Current
Citibank Europe plc, Hungarian Branch Office Citibank NA Citibank NA, London Branch	Andrew Morton Citigroup Global Markets Asia Limited Citigroup Global Markets Asia Ltd. Citigroup Global Markets Europe AG Citigroup Global Markets Inc. Citigroup Inc.	Current Current Former Closed Current Current
Coinbase Inc.	Coinbase Global Inc. Coinbase, Inc. Emilie Choi	Closed Former Current
Cole Schotz PC	Cole Schotz P.C.	Closed
Comcast Corp.	Comcast Cable Communications Management LLC	Closed
ComEd Commonwealth Edison Co. PECO Potomac Electric Power Co., The	Commonwealth Edison Co. Exelon Corp. William A. Von Hoene, Jr.	Closed Former Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Continental Casualty Co. Continental Insurance Co.	Continental Casualty Company	Current
Convergint Technologies Ltd.	Convergint Technologies GP LLC Convergint Technologies Group L.P.	Current Current
Core & Value Advisors LLC	Stockbridge Capital Group LLC	Current
Cox Business Cox Communications	NextGear Capital, Inc.	Current
Cushman & Wakefield Inc. Cushman & Wakefield of California Inc. Cushman & Wakefield US Inc.	Cushman & Wakefield, Inc.	Current
Dallas, City of (TX)	City of Dallas	Closed
Deloitte Tax LLP	Deloitte Consulting LLP Deloitte LLP Deloitte Tax LLP Deloitte USA LLP	Current Current Current Current
Deutsche Bank AG, London Branch Deutsche Bank AG, New York Branch Deutsche Bank Trust Co. Americas	DB U.S. Financial Markets Deutsche Bank & Trust Co.  Deutsche Bank AG Deutsche Bank AG, London Branch Deutsche Bank AG, New York Branch Deutsche Bank Americas Holding Corp. Deutsche Bank Securities Inc. RREEF America LLC	Closed Closed  Current Former Closed Closed Former Current
Direct Energy NRG Reliant Energy Solutions Inc.	NRG Energy, Inc.	Closed
Doordash Technologies Canada Inc.	SB Investment Advisers (UK) Limited	Current
DWF Group	Inflexion Private Equity Partners LLP	Current
Enwave Energy Corp.	Altera Infrastructure L.P. BCP IV RTP Holdings Ltd. BPR REIT Services LLC Brookfield Asset Management Inc. Brookfield Asset Management, LLC	Current Current Closed Closed Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Brookfield Business Partners LP Brookfield Capital Partners Ltd. Brookfield Infrastructure Debt Fund II LP Brookfield Properties Development LLC Brookfield Special Investments LLC GFI Energy Group of Oaktree Capital Management Oaktree Capital Management, L.P. Oaktree Maritime Finance II, LLC Oaktree Strategic Credit Oaktree Strategic Credit Fund	Closed Closed Current Closed Current Current Current Closed Closed Current
Facebook Inc.	Facebook Operations LLC Facebook Payments, Inc. Facebook Services, Inc. Facebook Technologies LLC Meta Platforms, Inc.	Current Closed Closed Current Current
Florida Power & Light Co.	NextEra Energy Capital Holdings Inc. NextEra Energy Constructors LLC NextEra Energy Inc. NextEra Energy Marketing LLC NextEra Energy Operating Services LLC NextEra Energy Project Management LLC NextEra Energy Resources LLC NextEra Energy Transmission Asset Acquisition Holdings LLC NextEra Energy Transmission LLC NextEra Energy Transmission Southwest LLC NextEra Energy, Inc. NextEra Grid Holdings LLC	Current Closed Closed Closed Closed Closed Current Current Current Closed Current Current
Generali Real Estate SGR SpA	Generali Investments d.o.o	Closed
Georgia, State of, Sales Use Tax Report St-3	State of Georgia	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Goldman Sachs Asset Management LP	Goldman Sachs	Current
Goldman Sachs Bank USA	Goldman Sachs & Co. LLC	Former
Goldman Sachs Group Inc., The	Goldman Sachs (Asia) LLC	Current
Goldman Sachs International Bank	Goldman Sachs 7 (JDHQ Holdings LP)	Current
Goldman Sachs Lending Partners LLC	Goldman Sachs Asset Management International	Current
GSJC Master Lessee LLC	Goldman Sachs Bank Europe SE	Closed
	Goldman Sachs Group Inc.	Current
	Goldman Sachs Group, Merchant Banking Division	Closed
	Goldman Sachs International Bank	Former
	Goldman Sachs International Ltd.	Current
	Goldman Sachs Trust Company, N.A.	Current
Google LLC	Fitbit Inc.	Closed
	Intersection Holdings, LLC	Closed
	Waymo LLC	Current
Hilco Global	Hilco Global	Closed
	Hilco Inc.	Former
	Hilco Industrial LLC	Closed
	Hilco IP Merchant Capital LLC	Former
	Hilco Monarch Investments VI LLC	Current
	Hilco Real Estate LLC	Closed
	Hilco Receivables, LLC	Closed
	Hilco Redevelopment Holdings LLC	Current
	Hilco Redevelopment, LLC	Current
	Hilco Trading LLC	Current
Hoopp Realty Inc.	Healthcare of Ontario Pension Plan Trust Fund	Current
Hotwire Communications	Hotwire Communications LLC	Former
Houlihan Lokey Capital Inc.	Houlihan Lokey EMEA, LLP	Current
Houlihan Lokey Inc.	Houlihan Lokey Inc.	Current
HP Inc.	Hewlett Packard Enterprise Co.	Current
	HP, Inc.	Former
HSBC Bank USA NA	HSBC Global Services (UK) Limited	Closed
	HSBC Holdings plc	Current
Hudson 1003 4th Place LLC	Hudson Pacific Properties, Inc.	Current

[illegible]



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Just Energy Texas I Corp. Just Energy Texas LP Just Energy Trading LP	Current Current Current
Hudsons Bay Co. ULC	Saks Off Fifth LLC	Closed
Illinois, State of, Department Of Revenue Illinois, State of, Sales Use Tax Return E911 St-1	Illinois Executive Ethics Commission  Office of the Governor, State of Illinois	Current  Current
Imperial Parking Canada Corp.	Neighborhood Property Group, LLC REEF Global Inc. Reef Technology Inc.	Current Current Current
Indigo Group Inc.	Indigo Group Holdings, Inc.	Current
Ivanhoe Cambridge Inc. Place Ville Marie Ivanhoé Cambridge Inc. - PVM	Caisse de dépôt et placement du Québec  Hilco Trading, LLC Ivanhoé Cambridge Inc. RHP Partners, L.P.	Current  Former Former Closed
John Hancock Life Insurance Co. John Hancock Life Insurance Co. (USA) Manufacturers Life Insurance Co., The	Manulife Financial	Closed
Jones Lang Lasalle Brokerage Inc.  Jones Lang Lasalle Real Estate Services Inc.  Lasalle Brokerage Inc.	Jones Lang LaSalle Income Property Trust  Jones Lang LaSalle, Inc.  LAO VI CN Company V Pte. Ltd. LaSalle Investment Management LaSalle Investment Management / Jones Lang LaSalle Group	Closed  Current  Closed Current Current
JPMorgan Chase Bank Luxembourg SA JPMorgan Chase Bank NA JPMorgan Chase Bank NA, Johannesburg JPMorgan Chase Bank NA, London Branch	Andrew Cohen  Highbridge Capital Management, LLC J.P. Morgan AG  J.P. Morgan Asset Management Private Equity Group	Current  Current Closed Current

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JPMorgan Chase Bank, Amsterdam	J.P. Morgan Investment Management Inc.	Current
JPMorgan Chase Bank, London	J.P. Morgan Securities Asia Pacific Limited	Current
JPMorgan Chase Bank, Toronto	J.P. Morgan Securities LLC	Current
	J.P. Morgan Securities plc	Current
	JP Morgan Asset Management	Current
	JP Morgan Securities (Asia Pacific) Ltd.	Current
	JP Morgan Securities (Far East) Ltd.	Current
	JPMorgan Asset Management (Europe) SARL	Current
	JPMorgan Asset Management (UK) Ltd.	Current
	JPMorgan Chase & Co.	Current
	JPMorgan Chase Bank NA	Current
	JPMorgan Funds Limited	Current
	JPMorgan Infrastructure Investments Fund	Current
	JPMorgan Investment Management Inc. - Global Special Situations	Current
	JPMorgan Investment Management Inc. - Infrastructure Investment Group	Current
	JPMorgan Securities LLC Kerwin Clayton	Closed Former
King Street Capital Management LP	King Street Capital Management L.P. King Street Investment Corp.	Current Former
Kings III of America	Arcline Investment Management LP	Current
Kings III of America Inc.	Rajeev Amara	Current
Kroll Agency & Trustee Services Ltd.	Duff & Phelps LLC	Closed
Kroll Agency Services Ltd.	Further Global Capital Management, L.P.	Current
	Kroll Advisory Ltd.	Current
	Kroll Associates, Inc.	Former
	Kroll International (UK) Ltd	Current
	Kroll LLC	Current

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	Kroll Restructuring Administration LLC	Current
	Stone Point Capital LLC	Current
	StonePoint Holding, LLC	Closed
KS SP LP KS SP1 LP Sun Life Assurance Co. of Canada West Pender II LP	SLC Management	Current
Ladder Capital Finance LLC	Ladder Capital Finance Holdings LLLP	Closed
	Ladder Capital Finance LLC	Current
	Ladder Capital Realty II LLC	Closed
LBA RV - Co. IX LP Olive/Hill Street Partners LLC	LBA Inc. LBA Partners Feeder LP LBA Realty, LLC LBA VI Feeder LP	Current Current Current Current
Lenox 429 Avenue Inc.	429 Lenox Ave Tenant LLC	Current
Loro Piana SpA	L Catterton Singapore Pte. Ltd.	Current
M&G Ltd. Prudential Assurance Co. Ltd., The	M&G plc	Former
Manufacturers Life Insurance Co., The	John Hancock Investment Management LLC Manulife Financial Manulife Investment Management Ltd.	Current Closed Closed
Marks & Spencer PLC	M & S Ltd. Marks & Spencer Outlet Ltd. Marks and Spencer (Bradford) Ltd. Marks and Spencer (Property Investments) Ltd. Marks and Spencer (Property Ventures) Ltd. Marks and Spencer 2005 (Brooklands Store) Ltd. Marks and Spencer 2005 (Chester Satellite Store) Ltd. Marks and Spencer 2005 (Chester Store) Ltd.	Closed Closed Closed Closed Closed Closed Closed Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Marks and Spencer 2005 (Fife Road Kingston Store) Ltd.	Closed
	Marks and Spencer 2005 (Hedge End Store) Ltd.	Closed
	Marks and Spencer 2005 (Kensington Store) Ltd.	Closed
	Marks and Spencer 2005 (Kingston-on-Thames Satellite Store) Ltd.	Closed
	Marks and Spencer 2005 (Kingston-on-Thames Store) Ltd.	Closed
	Marks and Spencer 2005 (Parman House Kingston Store) Ltd.	Closed
	Marks and Spencer 2005 (Pudsey Store) Ltd.	Closed
	Marks and Spencer 2005 (Warrington Gemini Store) Ltd.	Closed
	Marks and Spencer Chester Ltd.	Closed
	Marks and Spencer Group plc	Closed
	Marks and Spencer International Holdings Ltd.	Closed
	Marks and Spencer Property Holdings Ltd.	Closed
	Marks and Spencer Scottish LP	Closed
	Marks and Spencer Simply Foods Ltd.	Closed
Marsh Canada Ltd.	Oliver Wyman Inc.	Current
MCI Communications Service	Verizon Communications Inc.	Current
MidAmerican Energy Co. NV Energy Inc. Pacific Power RSUI Indemnity Co.	Berkshire Hathaway Inc.	Current
	BHE Renewables, LLC	Current
	BHER Power Resources Inc.	Current
	BNSF Railway	Current
	Brilliant National Services, Inc.	Current
	FlightSafety International Inc.	Current
Minnesota, State of, Department of Revenue	Minnesota Department of Human Rights	Current
Minnesota, State of, Sales Use Tax Return St-1	Minnesota, State of, Office of the Attorney General	Current
Mizuho Bank Ltd.	Mizuho Americas LLC	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Mizuho International plc	Former
Natixis Real Estate Capital LLC Natixis, Hong Kong Branch Natixis, New York Branch	MV Credit Partners LLP	Current
Newmark Canada Newmark Group Inc.	Newmark Midwest Region LLC	Current
Pacific Gas & Electric	Pacific Gas and Electric Company	Former
Palantir Technologies Inc.	Palantir Solutions Inc. Palantir Technologies, Inc. Palantir USA Inc.	Current Current Current
Parlex 3A Finco LLC	Blackstone Mortgage Trust Inc.	Current
Paxos Trust Co. LLC	Bruntal SA Kabompo Holdings Ltd. Lomami Intermediacao Ltda. Molopo S de RL de CV Paxos Canada Inc. Paxos Global Pte. Ltd. Paxos Holdings LLC Paxos National Trust Paxos Securities Settlement Co. LLC Paxos Services Ltd. Paxos Technology Ltd. Paxos Technology Solutions LLC Paxos Trust Company LLC	Current Current Current Current Current Current Current Current Current Current Current Current Current
Pennsylvania, Commonwealth of, Sales Use Hotel Tax Pa-3	Office of the General Counsel of Pennsylvania Office of the Governor of Pennsylvania Pennsylvania Higher Education Assistance Agency Pennsylvania, Commonwealth of, Office of the Secretary Pennsylvania, Commonwealth of, Office of the Secretary of State	Current Current Closed Closed Current
Perkins Coie LLP	Stephanie I. Command	Closed
Philadelphia Indemnity Insurance Co. Tokio Marine Hcc U.S. Specialty Insurance Co.	HCC Insurance Holdings, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Pioneer Underwriters – Syndicate Number 1980	David J. Sreter  Jeffrey Perlman John Rowan Summit Acquisition Inc. Vishal Mahadevia Warburg Pincus Asia LLC Warburg Pincus Asia Real Estate, L.P. Warburg Pincus Capital Corp. I-A Warburg Pincus Capital Corp. I-B Warburg Pincus Global Growth LP Warburg Pincus Global Growth XIV Warburg Pincus LLC Warburg Realty Partnership Ltd. WRP91 LLC	Current  Current Closed Current Current Current Current Current Current Current Current Current Current
PJT Partners LP	PJT Partners (UK) Limited	Closed
PNC Bank NA	PNC Bank NA SP Capital Partners LLC The PNC Financial Services Group, Inc.	Current Current Current
Presidio Networked Solutions Group LLC	BC Partners  BC Partners Credit BC Partners Lending Corp. Presidio Capital Funding LLC Presidio Holdings Inc. Presidio Inc. Presidio IS LLC Presidio LLC Presidio Networked Solutions Group LLC Presidio Networked Solutions LLC Presidio Technology Capital, LLC Presidio, Inc.	Current  Closed Current Current Current Current Current Current Current Current Current Current
Principal Life Insurance Co.	Principal Real Estate Investors LLC	Current
Provident Energy Management	Northleaf Capital Partners (Canada) Ltd.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
RCAP Leasing Inc.	BlueBay Asset Management Services Ltd.	Current
	RBC Capital Markets Corporation	Closed
	RBC Wealth Management	Current
RCN Corp. Wave Broadband	Radiate Topco, LLC	Current
	Stonepeak Partners, LP	Current
RenaissanceRe – Syndicate Number 1458	RenaissanceRe Holdings Ltd.	Closed
Rice Re Holdings III	William Marsh Rice University	Closed
Rio Tinto European Holdings Ltd.	Resolution Copper Co.	Current
	Resolution Copper Mining LLC	Closed
	Rio Tinto Energy America Inc.	Current
	Rio Tinto Limited	Current
	Rio Tinto Ltd.	Current
	Rio Tinto Minerals Inc.	Current
	Rio Tinto plc	Current
	Rio Tinto Services Inc.	Current
	SouthGobi Resources Ltd.	Closed
Samsung SRA Asset Management Co. Ltd.	Samsung	Current
	Samsung Advanced Institute of Technology	Closed
	Samsung Austin Semiconductor LLC	Current
	Samsung Bioepis Co., Ltd.	Current
	Samsung Electro-Mechanics Co. Ltd.	Current
	Samsung Electronics America Inc.	Current
	Samsung Electronics Co. Ltd.	Current
	Samsung Electronics Co., Ltd. Visual Display	Closed
	Samsung Electronics Latinoamerica Miami Inc.	Current
	Samsung Research America, Inc.	Current
	Samsung SDI America Inc	Current
	Samsung Semiconductor Inc.	Current
Santander Holdings USA Inc.	Banco Santander SA	Closed
	Santander Bank, N.A.	Current
	Santander Holdings USA Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Savills Inc.	DRC Savills Investment Management LLP	Current
	Savills IM Holdings Limited	Current
	Savills Inc.	Current
	Savills Investment Management LLP	Current
	Savills plc	Current
Shareholder Representative Services LLC	John D. Cochran	Current
	Lovell Minnick Partners LLC	Current
	Robert M. Belke	Former
	Shareholder Representative Services LLC	Current
	Spencer P. Hoffman Steven C. Pierson	Former Former
Silver Point Capital LP	Silver Point Capital	Current
	Silver Point Capital LP	Current
Societe Generale, Hong Kong Branch	Societe Generale Americas	Closed
SoftServe Inc.	SoftServe Inc.	Closed
SOF-XI PCT Single Tower Ultimate Mezz Holdings LLC	Starwood Capital Europe Advisers, LLP	Closed
	Starwood Capital Global I LLC	Current
	Starwood Capital Group Global I LLC	Current
	Starwood Capital Group Global, L.P.	Current
	Starwood Capital Group LLC	Current
	Starwood Capital Operations LLC	Current
	Starwood Energy Group Global LLC	Current
Staples Canada Inc. - Building Openings & Procurement Staples Inc. Staples US For Canada	Beijing Staples Commerce & Trade Co. Ltd. (China)	Closed
	Hong Kong Staples Brands Ltd.	Current
	Jiangsu Staples Office Products Co. Ltd. (China)	Closed
	Shenzhen Staples Commerce & Trade Co. Ltd. (China)	Closed
	Staples (China) Investment Co. Ltd (Shanghai)	Closed
	Staples (Shanghai) Company Limited (China)	Closed



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Staples Argentina SA (Argentina)	Closed
	Staples Asia Investments Ltd. (Cayman)	Closed
	Staples Brands Consulting (Shenzhen) Co. Ltd.	Current
	Staples Brands Inc.	Current
	Staples Brands International Ltd.	Current
	Staples Brands Sales, LLC	Current
	Staples Brasil Comercio de Materials para Escritorio Ltda. (Brazil)	Closed
	Staples Canada Holdings III, Inc.	Current
	Staples Canada Holdings, LLC	Current
	Staples Canada ULC	Current
	Staples Connecticut LLC (DE)	Current
	Staples Contract & Commercial Inc.	Current
	Staples Cyprus Holdings L.P.	Current
	Staples Cyprus Holdings, Ltd.	Current
	Staples Cyprus Intermediary Holdings, Ltd.	Current
	Staples Dutch Management BV	Current
	Staples E-Commerce (Shanghai) Co. Limited (China)	Closed
	Staples E-Commerce (Tianjin) Co., Ltd. (China)	Closed
	Staples Europe Holdings GP	Current
	Staples Global Holdings, Ltd.	Current
	Staples Global Markets, Inc.	Current
	Staples GP, LLC	Current
	Staples Hong Kong Investments Limited (Hong Kong)	Closed
	Staples of Maryland LLC (DE)	Current
	Staples Procurement & Management Services PLC	Current
	Staples Project 2017, LLC	Current
	Staples Promotional Products Canada Ltd.	Current
	Staples Shared Service Center (Europe) II BVBA	Current
	Staples Shared Service Center, LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Staples Solutions BV	Current
	Staples Taiwan Branch	Closed
	Staples Taiwan Corporation Limited (Cayman)	Closed
	Staples the Office Superstore LLC	Current
	Staples the Office Superstore LLC	Current
	Staples Value, LLC (VA)	Current
	Staples Ventures, LLC	Current
	Staples, Inc.	Current
	Sycamore Partners A LP	Current
	Sycamore Partners Associates Co-Invest LP	Current
	Sycamore Partners Associates Investments LP	Current
	Sycamore Partners Associates LP	Current
	Sycamore Partners Associates-C LP	Current
	Sycamore Partners Co-Invest LLC	Current
	Sycamore Partners II, LP	Current
	Sycamore Partners III LP	Current
	Sycamore Partners LP	Current
	Sycamore Partners Management LP	Current
	Sycamore Partners Torrid LLC	Current
	The Staples Group, Inc.	Current
Swiss Life Asset Managers France	Swiss Life Asset Management AG	Current
Teachers Insurance & Annuity Association of America Teachers Insurance & Annuity Association of America for the Benefit of its Real Estate Account	Nuveen Alternatives Advisors, LLC	Current
Telus Services	Baring Private Equity Asia Limited EQT AB EQT Exeter Holdings US Inc. EQT Fund VII EQT IX Investments SARL EQT Partners UK Advisors LLP EQT VII Ltd.	Current Current Current Current Current Current Closed
TXU Energy	Vistra Energy Corp.	Current
Uline Canada Corp.	Brian Uihlein	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Richard E. Uihlein Richard E. Uihlein, Jr. Stephen Ellis Uihlein	Current Closed Current
Union Investment Real Estate GmbH	DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main	Current
United States, Department of the Treasury, Internal Revenue Service United States, Government of the, Attorney General, Southern District of New York United States, Government of the, Postal Service United States, Government of the, Securities and Exchange Commission United States, Government of the, Security and Exchange Commission, Enforcement Division	Chamber of Commerce of the United States Konstantina Diamantopoulos	Closed Current
University of Maryland	Initiative on Closing the Investment Gap in Sustainable Finance	Current
Utah, State of, Sales And Use Tax Return Tc- 62M Utah, State of, Tax Commission	Utah Solicitor General	Current
Washington Gas	WGL Holdings, Inc.	Closed
Wells Fargo Bank NA	Wells Fargo Bank, N.A. Wells Fargo Securities LLC	Current Current

**EXHIBIT C**

**Swidler Declaration**

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*Proposed Co-Counsel for Debtors and  
Debtors in Possession*

*Proposed Co-Counsel for Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

WEWORK INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-19865 (JKS)

(Jointly Administered)

**DECLARATION OF PAMELA  
SWIDLER IN SUPPORT OF THE DEBTOR'S  
APPLICATION FOR THE ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE  
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 6, 2023**

I, Pamela Swidler, Chief Legal Officer, of WeWork Inc. being duly sworn, state the following under penalty of perjury:

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Debtor WeWork Inc.'s principal place of business is 12 East 49th Street, 3<sup>rd</sup> Floor, New York, NY 10017; the Debtors' service address in these chapter 11 cases is WeWork Inc. c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005.

1. I am the Chief Executive Officer of WeWork Inc. located at 12 East 49th Street, 3<sup>rd</sup> Floor, New York, New York 10017.

2. I submit this declaration (this “Declaration”) in support of the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 6, 2023* (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

### **The Debtors’ Selection of Counsel**

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. The Debtors drew on their experience working with Kirkland on a prior engagement related to the Debtors’ intellectual property and chose to continue working with Kirkland in these chapter 11 cases based on their positive experience in connection therewith.

5. Ultimately, the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. More specifically, Kirkland is familiar with the Debtors’ business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well qualified and uniquely able to represent the Debtor in these chapter 11 cases in an efficient and timely manner.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

### **Rate Structure**

6. In my capacity as Chief Legal Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kirkland has informed the Debtors that its rates for bankruptcy representations are comparable to the rates Kirkland charges for non-bankruptcy representations. As discussed below, I am also responsible for reviewing the statements regularly submitted by Kirkland, and can confirm that the rates Kirkland charged the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

### **Cost Supervision**

7. Pursuant to the Interim Cash Collateral Order,<sup>3</sup> the Debtors must furnish budget and variance reports weekly, which include detail regarding the fees and expenses incurred in these chapter 11 cases by professionals proposed to be retained by the Debtors. As a retained professional, Kirkland's fees and expenses will be included in those reporting requirements. Moreover, the Debtors and Kirkland recognize that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Kirkland. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kirkland regularly

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<sup>3</sup> "Interim Cash Collateral Order" means the *Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, (III) Scheduling a Final Hearing, (IV) Modifying the Automatic Stay and (V) Granting Related Relief* [Docket No. 103].

submits, and, together with Kirkland, amend the budget and staffing plans periodically, as the case develops.

8. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

*[Remainder of Page Intentionally Left Blank]*



Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 20, 2023

Respectfully submitted,

/s/ Pamela Swidler

Name: Pamela Swidler

Title: Chief Legal Officer